



**ICSA Board of Directors Minutes of Meeting
General Board Meeting
Wednesday, June 14, 2023**

Were present:

Ms. Joan DAKORTEY; Trustee, President/Chair
Ms. Carina SUGDEN; Trustee, Vice President/Vice Chair
Dr. Anne LIHAU – N’KANZA; Trustee
Ms. Nicole SHABANI; Trustee, US Embassy representative
Ms. Naomi W. N. MONOBOLOU; Trustee, Treasurer
Ms. Amber McCUE, Trustee, US Embassy representative
Mr. Zach CENTER, Trustee, Secretary
Mr. Seamus HENNESY; Head of School

Attended via Zoom (observers):

Mr. Jean François LE BIHAN; Trustee
Ms. Jennifer WENXIN YOU; Trustee
Mr. Michael Breece; Incoming Head of School

Summary of Decisions Made:

- ✓ *Joan Dakortey to serve as President/Chair.*
- ✓ *Carina Sugden to serve as Vice President/Vice Chair.*
- ✓ *Naomi W. N. MONOBOLOU to serve as Treasurer.*
- ✓ *Zach Center to serve as Secretary.*
- ✓ *Naomi W. N. MONOBOLOU to Chair the Finance Committee.*
 - *Joan Dakortey and Nicole Shabani to serve as Trustees on the Finance Committee.*
- ✓ *Carina Sugden to Chair the Governance Committee.*
 - *Amber McCue and Anne Lihau-N’Kanza to serve as Trustees on the Governance Committee.*
- ✓ *Offer the interim Trustee position in replacement of Jennifer Wenxin You to Brenna O’Rourke.*

Call Meeting to Order

- The meeting was called to order at 6:07pm by Carina Sugden.
- The agenda for the meeting was read out:
 1. Call Meeting to Order and Important Matters
 2. Approval of Minutes
 3. Correspondence
 4. Board Reports
 5. Director’s Report
 6. AOB
 7. Date of Next Board Meeting
 8. Adjournment of Session

1. Important Matters

1.1 Selection of New Officers and Committee Members

- It was agreed that Executive Committee members would be selected through nominations and collaborative discussion of the members until consensus about each selection was reached. The selection proceeded:
 - President/Chair: *Decision made for Joan Dakortey to serve as President/Chair.*

- Vice President/Vice Chair: ***Decision made for Carina Sugden to serve as Vice President/Vice Chair.***
- Treasurer: ***Decision made for Naomi W. N. MONOBOLOU to serve as Treasurer.***
- Secretary: ***Decision made for Zach Center to serve as Secretary.***
- Committee formation and member participation was discussed based on the committees presented by the Governance Chair in an overview of roles, namely Governance, Finance, Facilities, Advancement and Communication/Community, Strategic Plan, Safeguarding/Child Protection Board Liaison
 - Multiple members raised concerns, based on the past year’s experiences, that the Board is overextending in its proposed committee work into areas that are not about long-term strategy (Board focus) and are more aligned with operations and should therefore be led by ICSA administration. It was proposed that the Board should maintain two standing committees of Governance and Finance, and should then explore alternatives in the new school year for supporting areas of work that will be led by management under the HoS, especially around Facilities, Strategic Plan, Communications, Fundraising/Development and other areas of Board priorities.
 - ***Decision made for Naomi to Chair the Finance Committee.***
 - ***Decision made for Joan and Nicole to serve as Trustees on the Finance Committee.***
 - Michael and Binta will also be members of the Finance Committee.
 - ***Decision made for Carina to Chair the Governance Committee.***
 - ***Decision made for Amber and Anne to serve as Trustees on the Governance Committee.***
 - ***Decision made for Nicole to serve as Safeguarding/Child Protection Liaison Officer.***
- It was suggested that a first agenda item for all eventual committees, sub-committees, task forces, etc. should be to develop clear TORs for the committee’s objectives, operating procedures, and other roles. This was generally agreed upon.

2. Approval of Minutes

- Minutes from the May 24th General Board Meeting were approved virtually (prior to this meeting).
- Minutes from the extraordinary meeting held on June 6th, related to the selection of a Project Manager for the new facilities project, are not yet available.

3. Correspondence

- On May 30th, 2023 the Board received a letter from a legal practice pertaining to a possible issue of child protection dating to an incident at the school that occurred on March 1-2, 2023, and requesting that a full investigation of the incident should be conducted, resulting in clear recommendations and lessons learned that should be implemented accordingly.
- It was proposed by the Chair that because this matter requires more time than we have in the present meeting for all perspectives to be properly heard and considered, the matter should be tabled for a future meeting, with adequate time dedicated to the item. All members agreed.

4. Board Reports

4.1 Facilities Committee

- Facilities Committee is now negotiating with the Board’s preferred candidate to serve as Project Manager for the design and construction of new ICSA school facilities.

4.2 Finance Committee

- Have supported the roll out of the online payment portal to reduce cash transactions at the school; it is now operational and enables payment by card and Orange money.
- Following an opportunity to develop an MOU between the school and CDI government that would make ICSA eligible for certain tax exemptions and other benefits.

4.3 Governance Committee

4.3.1 Board Succession – Replacement of Trustee Ms. Jennifer You

- ***Decision made to offer the replacement Trustee position to Brenna O’Rourke.***

4.3.2 Report from the Committee

- All are invited to review the [governance committee report for 2022-2023](#).

4.3.5 Board Capacity Development

- [AISA Governance Program/Training](#) will be held on Aug 26-27. Up to 5 ICSA governance leaders may attend, including the HoS. Final decisions of who will attend will be based on individual availability and confirmed at a later date.
- Board retreat will be held on September 15-16 and is mandatory for all Board members as well as HoS and Principals for some sessions.

4.4. HR Committee

- Consulting company has provided ICSA with a full report and recommendations of how to strengthen HR systems at the school, including HR management structures, policies, use of technological tools, etc.
 - Board should continue to work with HoS to ensure the recommendations are acted upon in the new school year.

5. Director's Report

- Presented overall MAP scores by grade.
 - Board reflected that it is important that we have clear targets that provide clarity for all about what we are trying to achieve as a school around MAP scores or any other relevant measures of educational performance.
- Presented information about enrollment figures for the coming year. It is looking that the US will be full at about 290 students. LS has about 240 enrolled, with many more in process.
 - Our current capacity limit with all classes full is 602 and it looks like we will be close to this number of enrolled students
- The MSA accreditation team will be on campus in early November.

6. AOB

- No other business was raised.

7. Date of Next Board Meeting

- The next board meeting is scheduled for August 23rd at 6pm.

8. Adjournment of Session

- Meeting was adjourned at 8:45pm.