



**ICSA Board of Directors Minutes of Meeting
General Board Meeting
Wednesday, August 23, 2023**

Were present:

Ms. Joan DARKORTEY; Trustee, President/Chair
Ms. Carina SUGDEN; Trustee, Vice President/Vice Chair
Ms. Brenna O'ROURKE; Trustee
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. Jean François LE BIHAN; Trustee
Mr. Zach CENTER, Trustee, Secretary
Mr. Michael BREECE; Head of School

Summary of Decisions Made:

✓ ***Move AGM to Thursday, November 16th.***

1. Call Meeting to Order

- The meeting was called to order at 6:05pm by Joan Darkortey.

2. Approval of Minutes

- Minutes from the June 14th General Board Meeting were approved virtually (prior to this meeting).
- The June minutes have been posted to the ICSA website and are available to the public.

3. Correspondence

- The Board received an email on August 14, 2023, asking for a report-out on any outcomes or next steps related to an extraordinary Board meeting held on June 3, 2023. That extraordinary meeting was dealing with an issue of child protection that had been previously raised by a community member, and a question of conflict of interest related to the Board and the resolution of the child protection issue.
- Members agreed that before being able to provide feedback on the specific points raised in the correspondence, the underlying matters of the child protection issue and any possible conflict of interest needed to be discussed and addressed, and this has not yet been done.
- It was agreed to hold a special meeting on Tuesday, August 29th to fully discuss the original incident and to agree on next steps for a path forward.

4. Board Reports

4.1 Facilities Committee

- Will be moving to a facilities task force model instead of a Board committee, with the task led by Binta and the Project Manager (PM), and with Board members and other relevant experts from the community participating in the task force.

- Three bids have all been reviewed thoroughly by the PM with Michael and Binta. The PM is bringing detailed questions back to the bidders, after which the bidders will make more refined presentations of their bids to the task force so that they can make a final selection.
- The timeline for this process will be over the next couple of weeks, with the task force meeting with the companies in September.
- The idea was raised to have students and the broader community consulted or invited to participate in design discussions and other process steps. This idea was generally supported by others.

4.2 Finance Committee

- Treasurer described major finance milestones achieved last year.
 - Set up a reserve account with a policy for how it will be used.
 - Launched an online payment portal.
 - Worked with Binta to address audit observations.
- This year the finance committee wants to move from being largely operational to looking at more strategic issues, such as setting up expenditure thresholds, setting policies, and strengthening systems. Need stronger systems that transition finance operations away from Board to operational staff.
- Committee will also be involved with the campus renovation moving forward. Current finance levels are not sufficient, so need to look at other financing options, including grants, loans, and other options.
- Priorities for the committee for this year are the following:
 - Establishing delegation of authority
 - Getting an MOU in place with Government/ Ministry of Foreign Affairs so that ICOSA can benefit from relevant tax breaks;
 - Financing renovations;
 - Closing out previous audit findings.
- HR task forces were discussed, with the suggestion to prioritize the following:
 - Professional development and career management pathways.
 - Job descriptions.
 - Remuneration.
 - Staff need to be clear about policies and know what they are entitled to.

4.3 Governance Committee

- Board succession – Replacement of Board Trustee Zach Center
 - Zach Center will be leaving Abidjan at the end of September and therefore will not be able to fulfil his term as an elected Board Trustee. Per the ICOSA Statutes (Article 16. Vacancies), “In the event that an elected member of the Board cannot serve out a full term, the President, or in his or her absence, the Vice-President of the Board, shall appoint, upon the advice and consent of the remaining members of the Board, a temporary replacement at the first meeting following notice of the vacancy.”
 - The Board agreed to take some time to reflect on the competency needs of the Board in its current composition and to bring forward potential candidates that would best complement the Board to the next Governance Committee meeting to be held in two weeks time.
 - The full process and resulting decision of a replacement Board member will be transparently communicated to the community as soon as the decision is made.

5. Director’s Report

- AISA Good Governance Programme
 - On August 26-27, four board members and the director will be attending the AISA Good Governance Programme in Accra. The aim of this learning event is to understand the principles of school governance and develop the capacity for international school leaders (Directors and their Boards) to guide the work of their boards.
- REO Visit
 - Dr. Tim Stuart from the US State Department Office of Overseas schools will be visiting Abidjan from September 14-16. The purpose of his visit is to continue strengthening the relationship between the US Embassy and ICOSA. On the morning

of September 15th, the embassy is proposing a meeting 10:00-11:30 including Dr. Stuart, the US Ambassador, the Board and the ICSA Senior Leadership Team.

- ICSA Board Retreat
 - The annual Board retreat will be held on September 15-16 with Mr. Rick Detwiler as the facilitator. The areas of focus will include: roles and responsibilities of the board and the head of school, trust & team building, and goal setting based on ICSA's strategic plan.
- Enrollment Update
 - Our enrollment numbers are very healthy to start the year. The school was projecting 535 students from PreK-Grade 12, however we currently have 547 students, including 131 new students, with inquiries from prospective families being received daily. Grades 1, 4, 5, 6, 7, 8, 9, and 10 are completely full and we have waitlists for most of these classes.
- New staff
 - This year we welcomed 23 new staff, including teachers and counselors. A week of new staff orientation activities was held from August 1-4, organized by the Senior Leadership Team.
- Lower School Principal Recruitment
 - Dr. Heather Naro will be departing from ICSA at the end of the current school year.
 - ICSA is working with a human resources search firm to identify high quality candidates for the position, with the expectation to have a new principal hired before the October break.
- Facilities
 - During the school holidays, the facilities team was busy getting the campus ready for the start of the 2023-24 school year. Some of the major projects included the building of a new exit gate at the front of the campus in order to allow for a more effective and efficient flow of traffic during arrival and dismissal, new quarters for the custodians, construction of a carpenter's workshop, renovation of the director's office and main office, regular maintenance of AC's electricity, and plumbing, and preparation and equipping of 17 houses/apartments for the newly arriving teachers and their families. Thank you to our Facilities Manager Patricia Amouzou for leading these projects.
- Accreditation
 - This academic year, our accreditation with the Middle States Association (MSA) is up for re-accreditation. Last academic year the school conducted a Self-Study as a part of this process. This Self-Study has been submitted to MSA and they will now send a team of four educators to visit the school from November 7-10. The purpose of this visit is to meet with members of the ICSA community, verify the information provided in the Self-Study, make recommendations for improvement, and identify areas of particular strength.
- Artificial Intelligence in Education
 - The world of AI has been rapidly evolving over the past year, with tools like ChatGPT at the forefront. Schools around the world, including ICSA, are currently grappling with questions around ethics and safety, as well as considering how AI may be used as a tool for teachers and how, if and when to introduce AI tools to students. During our teacher work week earlier this month, we touched on some of these points to encourage teachers to start thinking through these questions. This will be a focus area of professional development this year, as we want to ensure our teachers have a full understanding of the tools available, as well as ethical and safety concerns.
 - This year, we have begun using Toddle, a school management system to integrate curriculum planning, learning evidence collection, student portfolios, reporting, and parent communication. Toddle has recently introduced AI functions which can be seen in this [video](#). ICSA will be a pilot school for the curriculum planning AI tools, which will not only help our teachers and curriculum coordinator with creativity, alignment, and efficiency, but will also allow them to explore the capabilities of

Large Language models and consider how tools such as this may change education and various career paths.

- As a school, we also want to be sure we are focusing on how AI will change various industries, affect well-being, and generally alter the way we work and interact. We want to ensure that the education we provide is truly equipping our students for the opportunities and challenges they will face today and in the future.

6. AOB

- Annual general meeting
 - Proposal to hold the AGM after the MSA visit so the Board has an opportunity to report back to the community on the outcomes of the visit.

7. Date of Next Board Meeting

- The next board meeting will be held on September 20, 2023.

8. Adjournment of Session

- Meeting was adjourned at 8:30pm.

Board Secretary



Zach Center