ICSA Board of Directors Minutes of Meeting

General Board Meeting
Wednesday, May 15, 2024

Present:
Ms. Joan DARKORTEY; Trustee, President/Chair (remote)
Ms. Carina SUGDEN; Trustee, Vice President/Vice Chair (remote)
Ms. Amber McCUE; Trustee, Secretary, US Embassy representative
Mr. Michael BREECE; Head of School (remote)
Ms. Brenna WONGUE; Trustee (left meeting at 8:45pm)
Mr. Henry ROBERTS; Trustee
Dr. Anne LIHAU – N'KANZA; Trustee (remote)
Dr. Nicole SHABANI; Trustee, US Embassy representative (remote)
Ms. Naomi W. N. MONOBOLOU; Trustee, Treasurer (remote, left the meeting after 9:15pm)
Mr. Jean François LE BIHAN; Trustee (remote, arrived in person at approximately 7:30pm)

Not in attendance:
n/a

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1. **Call Meeting to Order**
   - The meeting was called to order at 6.06 pm by Board Chair

2. **Approval of Minutes**
   - Minutes from the last General Board Meeting and AGM were approved virtually (before this meeting)
   - The minutes were provided to ICSA Comms to post on the website
   - Motion to approve minutes in person as well, seconded and approved

3. **Directors Report - Led by Michael Breece**
   - The previously agreed expectation is that we'll read the Director's Report in advance. The Head of School highlighted key points, and there discussion around the report was as follows:
     - **Enrollment** - Enrollment for next academic year remains an ongoing focus. Out of 522 current ICSA students, 447 have already confirmed they are returning, 37 not returning, and 38 not yet. We have waitlists in all classes.
     - **DEIA Consultant** - DEIA Consultant in Abidjan to support the US Embassy. The US Embassy reached out to the school and offered the consultants time/services for onsite training at the School. The Consultant worked with our leadership, students, and staff across three days in workshops, q&a sessions, and one-on-ones. He covered topics such as Inclusive Leadership, DEIA Principals, Intercultural Communication, and Unconscious Bias. We'd like to thank the Embassy for allocating time that Bert could come to ICSA.
     - **AISA** - Head of School attended the recent Association of International Schools in Africa (AISA) board meeting. ICSA has been selected to host next year's AISA Professional Learning Institute focused on educator wellbeing, an opportunity for professional development and showcasing the school regionally. Discussions were held with the new Regional Education Officer from the U.S. Office of Overseas Schools regarding their strategic focus on supporting inclusive education for neurodiverse learners and good governance practices to address challenges like high board turnover. The Heads Symposium at the AISA covered topics such as handling social media attacks,

keeping boards productive, staff appraisals, using AI in education, managing staffing levels, diversifying leadership, and developing host nation faculty career pathways. ICSA's collaboration with AISA provides valuable professional learning and governance resources. Our ongoing collaboration with AISA is an incredible asset for the ICSA and the region.

- **Canteen Update** - A photo of a fly on a crepe from the school's canteen raised hygiene concerns via a petition from parents. Surprise inspections were conducted by government health organizations from both Cote d'Ivoire and the US Embassy, which provided detailed reports and recommendations for improving food safety procedures and facilities. Tamu Tamu is reviewing the reports to implement immediate changes and propose equipment upgrades, while canteen staff received training on food safety practices. Surprise inspections will continue regularly to ensure compliance with health standards.
    → Board Feedback/Discussion:
        1. Explore how we can work to be more proactive hearing from community on things like this better in the future. Informally in whatsapp groups it was indicated that this issue was formally raised to the Board, but Board was not able to identify where this was the case.
        2. **Recommendation to write a policy for food hygiene and consider school growth and ability to feed all in constructions.**
- **Bco-Schools** - This school year, ICSA became a member of Eco-Schools. Eco-Schools is a global program that encourages students to take action to protect the environment.
- **WAISAL Robotics & MathCounts** - This year's West Africa International Sports & Activities League Robotics and MathCounts competition was held at Lincoln Community School in Ghana. Our teams did very well, achieving 1st place in Robotics, as well as the competition's Sportsmanship Award. Congratulations to the students and their coach, Mr. Kouassey!
- **Book Week -** Book Week was celebrated this school year on April; 22-24 and many event activities were hosted during the week.

4. Committee Reports

- Finance Committee
    - **Delegation of Authority Matrix** - The Finance Committee meeting is reviewing tomorrow
    - **5-year financial plan -** Updated and will review with Finance Committee tomorrow, will bring to Board in June meeting for review
    - **Finance Committee Operations -** Transition from going Finance Committee Chair and Treasurer needed.
- **Facilities Task Force**
    - Plan close to being finalized, recently completed a final review of plans with minor adjustments. Canteen is an open item, with latest reviews. Moving ahead in the right direction.
    - Update communications for a timeline of renovations and update sooner rather than later. Will likely close campus entirely for the summer because many areas are impacted with large equipment. When school begins in the fall we'll section off different areas. Consider renting another area for Saturday soccer if impact on the Saturday Soccer.
- **Governance Committee**
    - **Succession planning** in progress and research/report will be prepared to hand off to the new Board
    - **Nominating Committee** did receive a lot of information on the election process, TORs, presentations, and Board Liaison was available as a resource
    - **Board Self Evaluation** received 7 replies and results have been shared with all, will review further at retreat this weekend
    - **Child Protection Retreat** - CP Team went through the AISA self-audit tool and developed an action plan and replied to recommendations and questions shared by the Board. Board Chair previously met with the CP team and shared Board feedback. We need to clarify the reports that will be shared with whom when and the notification schedule.
    - **AGM follow-up**

- **Dress Code:** Administration is working with students to resume adherence to dress code.
- **No Homework Policy:** Lower school is encouraged to read one or two hours per night. Students are able to do additional work if needed on school platforms. Upper school does have more homework but there are time recommendations for how much homework per course.
- **Board Member Practicum:** This was raised by a parent as a concern at the AGM meeting and Board Secretary inquired about the conflict of interest review that was completed in this instance. It was identified that there was no conflict of interest as our statutes indicate Board members may not be in paid positions at the school; this is not a paid role, but rather it is an educational practicum.
- **Upcoming Communications**: Recommendation to communicate updates to the community related to facilities project, tuition, and canteen.
- **Fundraising**: A call for donations was made at the AGM by the Board Chair. Board Secretary inquired about our fundraising plan and philosophy. Board Chair confirmed the fundraising plan and philosophy need to be further defined. This topic requires further discussion by the Board and school operationsl
- **Exit and stay surveys** are being completed within the community now so we will have this feedback to incorporate going forward.

- **Review Board Goals/Action Calendar**
  - First AGM of the year Board prepares and shares Annual Report. Recommendation to organize all decisions made by the Board and organize into one document for incoming Board and future Boards to review back to. Board Secretary to create one year-end annual report with existing documentation for Board review and editing.

5. Tuition Requests to the Board - Led by Michael Breece

- Review of recent requests for exceptions to our tuition policies resulted in the Board agreeing to support the Head of School in the original decision and not waive our policies; however, we can review policies in the future.

6. Director's Annual Evaluation Process Review & Next Steps - Led by Brenna Wongue

- Two Board members met with the Head of School to outline what the Board would like to see to prepare for the year-end review. Director's Goals including updated comments/evidence (still more to be added). Governance Chair and Brenna will discuss with the Head of School again, prepare a report of the conversation, and the entire Board will provide feedback.

7. Board Elections/Appointed Members - Led by Board Chair

- Review of steps taken to partner with the Nominating Committee by Board Chair. Board Chair communicated the results shared with the Board by email last night. Board Chair led extensive discussion on the results received, the timeline, the elections, and discussion of if any skill sets on the Board are missing.
- Motion to Accept the Nominating Committee results, seconded, vote unanimously accepted.
- Henry Roberts and Amber McCue will continue as the US Embassy Representatives with Henry replacing Dr Nicole Shabani for the upcoming school year.
  - Board Chair to notify candidates of results
  - Board Secretary to draft community notification to send in Friday Flash
- Need to complete full lessons learned of this project and document protocols/recommendations for election communications.

8. Board Retreat - Led by Board Chair

- See agenda, new Board members are invited to participate, please try to come for dinner

9. Parent grievance of April 21

- Recommendation to acknowledge that we understand the situation is being worked on with the parents and we'd like to continue to see progress being made before we fully reply, which we will do after our June board meeting. Board Secretary will draft reply.

11. Director/Board Updates on Unresolved Matters

- Board email to staff member
    - Reminder to all Board has just one employee who is Head of School. Engagement with staff members should go through the Head of School.
- Staff Grievance
    - Head of school is addressing; head of school will advise Board if further involvement is needed.
- Board Member Grievance
    - Board Chair gave the background of where we are currently.
    - Board member with a grievance clarified her ask - investigation not requested; however, she requests the school make a statement.
    - Another Board member shared feedback that there are two separate matters we are discussing - the investigation and the previously requested communication. The Board already voted not to issue the statement requested as voted on in the fall. We did issue a broader Child Protection communication on general progress made in the fall of 2023 as per the decision made in our Board meeting on August 29.
    - Motion to close the investigation because of no further ability to investigate at this time and due to lack of information, seconded - vote passed, two abstained
- Child Protection Policy Review - See notes above
- Canteen Update - See notes above
- PTO Update - Topic postponed to next meeting
- It is the last monthly Board meeting for Dr. Nicole SHABANI, Ms. Naomi W. N. MONOBOLOU, and Mr. Jean François LE BIHAN. We said goodbye to them with gratitude.

12. Date of Next Board Meetings:

- Board Retreat - May 18 & 19 (incoming and outgoing Board members)
- Monthly Meeting - June 5, 2024

13. Adjournment of Session

- Meeting adjourned at 9.34pm

Meeting Annexes

- Agenda
- Approved minutes
- Director's report
- Board Goals
- Board Action Plan
- CP Action Plan
- Directors Goals/Review
- Grievance Documents
- Canteen Findings Report

Board Secretary

Amber McCue
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