ICSA Board of Directors Minutes of Meeting

General Board Meeting
Wednesday, April 17, 2024

Present:
Ms. Joan DARKORTEY; Trustee, President/Chair
Ms. Carina SUGDEN; Trustee, Vice President/Vice Chair
Ms. Amber McCUE; Trustee, Secretary, US Embassy representative
Mr. Michael BREECE; Head of School
Dr. Nicole SHABANI; Trustee, US Embassy representative
Ms. Brenna WONGUE; Trustee (remote)
Ms. Naomi W. N. MONOBOLOU; Trustee, Treasurer (arrived at 6.16pm and unsure whe she left the call)

Not in attendance:
Mr. Jean François LE BIHAN; Trustee
Mr. Henry ROBERTS; Trustee
Dr. Anne LIHAU – N'KANZA; Trustee

1. **Call Meeting to Order**
   - The meeting was called to order at 6.03 pm by Board Chair
   - Agenda referred to for this meeting was posted on the ICSA Governance website prior to the meeting

2. **Approval of Minutes**
   - Minutes from the last General Board Meeting 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. **2024-25 Budget Approval (salaries & final budget approval) - Led by Michael Breece**
   - Michael shared a summary of where we are today and the resources that have been made available to the Board to prepare for this decision
   - Lengthy discussion around our options, goals, philosophy, and history of compensation data continued as we prepared to finalize and approve the 2024-2025 budget. Discussion included:
     - Reserves include our capital levy reserve supports building projects and facility expenses, operational reserve to support us in challenging times is intended to always be at 25% of the operating budget, funds left at the end of the year are typically allocated mid-year as needed for the school and as determined in partnership with the Board.
     - In our last meeting, we agreed to a tuition increase and, notably, we are increasing tuition but we still offer lower tuition than IB schools in the region.
     - Our salaries need to be increased more that 5% to be at the mean for BA and median for BA or MA compared to other schools in the region.
     - Historically COLA has been distributed each year as a one time, but salary increases have not happened in many years for the above step11 .
   - Motion to vote on 5% salary increase for the 2024-2025 school year, plus a 3% bonus in the second half of the year, bonus pending hitting our enrollment numbers as outlined in the budget, seconded and approved

4. Directors Report - Highlights by Head of School

- The previously agreed expectation is that we'll read the Director's Report in advance. The Head of School highlighted key points, and there were no questions about the report:
    - The recruiting effort this year was tremendous and an inclusive effort; interviewees commented on how nice it was that students were included in the interview process
    - Applications for school enrollment are up
    - The incoming Lower School Principal is coming for a visit and hand-off in May
    - Positive parenting session was well-attended
    - The MS Accreditation body recognized how many. They also expressed caution about and encouragement to identify priorities and pace the work. The continued "Right now, you are all energized by the momentum of the success, but your human capital has just about reached its limit. Again, we urge you to prioritize." The Head of School underscored: 6 months after the MSA team expressed their concern, the same "human capital" has continued charging ahead with all of the fantastic things mentioned in the monthly Director's reports.

5. Board Goals/Action Plan & AGM Preparations

- Request for Board to review both docs above and update by Friday at midnight (April 19) in preparation for the AGM

6. Director's Annual Evaluation Process Review & Next Steps - Highlights by Board Chair

- The Board Chair suggested that the Governance Committee carry out this process, which she has prepared terms of reference for.
- The Governance Committee Chair and one other person to lead the process, second person is to be determined; although all Board members will participate in this review.

7. Board Elections - Highlights by Board Chair

- Pre-Election Orientation Date (TBD), trying to schedule for Monday or Tuesday of this week
- Board Chair walked through documents prepared for new board members. The Orientation Handbook is to be shared after Board members are elected
- Schedule of Activities the nominating committee is following for upcoming Elections below for reference
- At any given time the Board has two positions in the Board which can be appointed. If those appointments are filled, new members can be appointed after the current appointed member(s) terms end or the Board can opt for positions to be filled by elections and appointments can be reserved for a later time.
- Board Appointments were originally introduced to ensure the continuity of Board members, to offset high turnover, and to allow for specific needed expertise.
- All candidates who came forward and were presented to the Board will participate in the elections.
- The Board is running elections with the direction of the nominating committee and will present the candidates at the AGM.

ORIGINALLY PROPOSED DATE	*ACTIVITY*	*NOTES*
Friday 19th April	Special Flash Announcing List of Candidates for Board Elections	Now scheduled to be announced at the AGM
From Friday 12th April to Friday 3rd May	Presentation of Board Candidates to the Community	AGM and thereafter via otero channels as to be determined in partnership with the nominating committee

Friday 3rd to Monday 6th May	Voting Period to elect new Board Members	Elections, nominating committee to share election process and clear campaign protocols and timelines
Wednesday 8th May	Results of Board Elections and report of nominating committee submitted to the Board of Directors	

8. Board Retreat/Training (May 18-19):

- Board Self-Evaluation Pre-Work: complete by April 22nd to be completed before AGM
- Board retreat location confirmed, incoming and outgoing Board members are asked to participate to ensure a strong transition from one Board to the next

9. Director/Board Updates on Unresolved Matters

- Employee Relations Staff Grievance: The employee relations matter discussed in the March Board meeting is being effectively worked through by the Head of School with his team. Notably, the Head of School has worked with the teams to outline protocols and processes that need to be followed going forward to ensure inclusivity, a healthy work environment, and for the benefit of our students. The Head of School remains engaged on this matter.
- Parent Grievance: The parent grievance, which was raised earlier in the school year, has not yet been resolved. Board and Head of School take this matter very seriously and need further information to investigate this matter. The person who originally raised the grievance has not yet provided the information needed for the investigation to proceed. As proposed by the Head of School in the linked document, if we are not able to receive additional information on this matter before the next Board meeting we will close this item out . Unfortunately, we are not able to move forward to directly address this matter without additional information. In lieu of this information, it is also recommended we share the Code of Conduct with staff again, in lieu of being able to work through this scenario with the individuals who made the threat directly.
- **Child Protection Policy Review:** The CP team will review the AISA audit and the CP policy on May 2nd.
- **PTO**: ICSA has set aside the approved amount to support the PTO, as previously approved. The PTO leadership structure is currently unclear. There is no new information on the entity structure/legal status that the PTO shared with the Board previously. In our next meeting with the PTO we wish to reaffirm our support of the PTO.

10. Committee Reports

- Finance Committee
    - Delegation of Authority Matrix - The Head of the School has revised the proposal and is requesting a meeting with the Finance Committee to finalize.
    - 2024-2025 School Year budget - Approved by the Board as of this meeting
    - As requested in prior meetings, Finance Committee minutes are again being requested. They are not currently available. A new process for capturing committee meeting minutes and updates needs to be considered for the next school year.
- Governance Committee
    - Succession Planning background research and recommendations are being prepared for Board Review. Two Board members are actively working on this to present to the Governance Committee and the Board. Working documents and research is available to the Board in the Board drive.

11. Date of Next Board Meetings:

- Annual General Meeting - April 24, 2024
- Monthly Meeting - May 15, 2024

12. Adjournment of Session

- Meeting adjourned at 8.13pm

Meeting Annexes Available for Board Review & Consideration

- Agenda
- Approved minutes
- Director's report
- Board Goals
- Board Action Plan
- Tuition/Salary/Budget Resources
- Grievance Updates
- Orientation Handbook
- Upcoming Nominating Committee/Election Dates

Board Secretary

Amber McCue
board@icsabidjan.org