ICSA Board of Directors Minutes of Meeting

General Board Meeting
Wednesday, February 21, 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
Mr. Henry ROBERTS; Trustee (Left the meeting at 8:19pm)
Ms. Brenna WONGUE; Trustee (Left the meeting at 6:50pm)
Mr. Jean François LE BIHAN; Trustee
Ms. Nicole SHABANI; Trustee, US Embassy representative

Not in attendance:
Ms. Naomi W. N. MONOBOLOU; Trustee, Treasurer
Dr. Anne LIHAU – N'KANZA; Trustee

1. **Call Meeting to Order**
   - The meeting was called to order at 6:05 pm by Board Chair

2. **Approval of Minutes**
   - Minutes from the last General Board Meeting were approved virtually (before this meeting)
     - Motion called and seconded for approval to accept
     - The minutes were provided to ICSA Comms to post on the website

3. **Facilities Build Contract Vote - by Head of School**
   - After review by the Facilities Committee, our Project Manager, Legal, and the Board, motion to approve the contract as outlined and summarized by the Project Manager is put forth
   - Contract unanimously approved
   - Physical signing of the contract at 10:30 at ICSA tomorrow

4. **Board Committee Reports**

6. 1 Facilities Task Force - Discussion Led by Facilities Task Force Lead & Head of School
- Design phase will take place next and is expected to last for six months
- Construction is anticipated to begin on when school ends

6.2 Finance Committee - To be Led by Finance Committee Chair
- Finance Chair not in attendance, no Finance Committee report provided

6.3 Governance Committee - Discussion Led by Governance Committee Chair
- The Governance Committee shared their report in advance; we discussed highlights from the report:

- Board Election Nominating Committee Call for Volunteers resulted in a committee of 5 association members on the committee
- Nominating Committee role, responsibilities, and election timeline reviewed
- Board Chair will serve as Board liaison to the Nominating Committee

5. Directors Report - Highlights by Head of School

➢ The previously agreed expectation is that we'll read the Director's Report in advance; we discussed highlights from the report

- IB curriculum feasibility assessment moving ahead
- US Embassy REO changing, Dr Bobbi McDaniel currently Head of School in Monrovia incoming
- AISA Child Protection conference to be hosted here later this week

6. Tuition & Salaries - Discussion Led by Head of School

- Finance committee minutes needed
- Review of market analysis for both compensation and tuition
- Request for total benefits/cash compensation information, benchmarks on this if available
- Need to look at compensation ranges for Administration as well
- Tuition Payee data is being built out
- Comparative data for Abidjan schools (tuition) requested
- Board asked, what information does Head of School need from us to build the tuition/salary model
- Would a multi-year finance strategy/plan be binding? Answer: No it would be a framework that would guide us, provide projections and avoid repeated conversations- a document with the main parameters to guide our decision

7. Board & Directors Goals - Discussion Led by Board Chair

- Board Action Calendar
- Goals (Updates from Board members)
  - Deloitte Audit next steps/needs forthcoming from HoS
  - Re-evaluate HR taskforce needs/or not after Deloitte next steps

9. Dates

- Board Training Facilitator Discussion
- Discussion of dates for Board onboarding and training for new school year/Board
- Next AGM meeting date - Tabling review and decision until March
- Coffee with the Board
  - Do we want to host another considering low attendance or should we consider something else?
  - Decision to ask the nominating committee if they would like host

10. Norms Discussion

- Norms agreed upon:
  - Use Robert's Rules of Order
  - Allocate time on agenda to review Board goals
  - No rehashing items already voted on
- Add to bottom of agenda template

11. AOB

- Alumni Engagement: Head of School and Board Chair are on a group with Alumni
- Sponsors for Building: Board Chair asks Head of School to Build Powerpoint sharing info and sponsor letters
- Alumni Database: Board Chair suggested Michael work with IT to build this
- School Go Fund Me

- Leveraging PTO: Continue to engage PTO for Board comms in partnership with nominating committee and PTO liaison

11. Date of Next Board Meeting

➢ The next regular Board meeting will be held on Wednesday, March 13, 2024

11. Adjournment of Session

- Meeting adjourned at 8.27pm

Annexes (attached as links above within the notes)

- Approved minutes
- Director's report
- Committee Reports
- Board Goals
- Board Action Plan
- Governance Committee Report
- Tuition Data
- Salary Data

Board Secretary

Amber McCue