ICSA Board of Directors Minutes of Meeting

General Board Meeting
Wednesday, December 13, 2023

Present:
Ms. Joan DARKORTEY; Trustee, President/Chair
Ms. Carina SUGDEN; Trustee, Vice President/Vice Chair
Ms. Brenna WONGUE; Trustee (virtual, left at 8:18pm)
Ms. Amber McCUE, Trustee, Secretary, US Embassy representative
Mr. Michael BREECE; Head of School
Mr. Henry ROBERTS; Trustee (virtual)
Ms. Nicole SHABANI; Trustee, US Embassy representative (left at 8:29pm)
Mr. Jean François LE BIHAN; Trustee (virtual then in person at 6:16pm)
Dr. Anne LIHAU – N'KANZA; Trustee (virtual then in person at 6:08pm)

Not in attendance:
Ms. Naomi W. N. MONOBOLOU; Trustee, Treasurer

Summary of Decisions Made:
✔ Board Goals Approved
✔ Director Goals Approved

Summary of Action Items:
☐ Review documents shared in meeting

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1. **Call Meeting to Order**
   - The meeting was called to order at 6:01 pm by Board Chair
   - Agenda for meeting confirmed

2. **PTO Presentation**
   - PTO presentation led by Clyde Vacher
   - Discussion around PTO goals and objectives and how the Board and the PTO can liaison and support one another to achieve the Board goals
   - Board and PTO underscored their commitment to support each other and collaborate

3. **Approval of Minutes**
   - Minutes from the November General Board Meeting were approved virtually (before this meeting).
     - The November minutes were provided to ICSA Comms to post on the website
   - August Special Meeting external minutes required approval in the meeting, and internal minutes were approved virtually
     - External Board minutes approved
     - Minutes will be sent to Comms to publish

4. **Directors Report - Highlights by Michael Breece**

- The previously agreed expectation is that we'll read the Director's Report in advance; therefore, we discussed highlights from the report:
    - Discussed Emergency Response Preparedness
    - ICSA leadership is staying well connected to the US Embassy and others to be informed on potential impact of AFCON
    - Communications on AFCON have been sent to the parent community (i.e., we intend to stay open for in person school as of now) and more will be forthcoming regarding our backup for online learning if we need to close (not hybrid)

5. Board Reports

6. 1 Governance Committee - Discussion Led by Carina Sudgen

- The Governance Committee shared their report in advance therefore we discussed highlights from the report
    - Request for all members to read on succession discussion
        - Will return to the Board in January to confirm the decision to set up a nominating committee and structure for the nominating committee.
        - Proposal to keep succession task force separate
        - Consider the last nominating committee report (with valuable advices/recommendation for next election process)
    - Child Protection policy review discussion

6.2 Finance Committee - To be Led by Naomi Monobolou

- The Finance Committee lead was not present and the agenda item was not addressed

6.3 Facilities Task Force - Discussion Led by Michael Breece

- Meetings to finalize the contract are in progress. Board approval of the contract will be requested in a future meeting.

6. Board & Directors Goals

- Board Goals
    - Review and discussion of proposed Board Goals
    - Motion to approve Board Goals as presented in the Board Goals doc (action items can be amended, revised at later date)
    - Board Goals unanimously approved
- Director Goals
    - Review and discussion of proposed Director Goals
    - Motion to Approve Director Goals (action items can be amended at a later date and clear KPIs need to be added)
    - Director Goals unanimously approved

9. Conflict of Interest reminder by Board Chair

- Board Chair shared a routine update/reminder for all of our conflict of interest policy and confidentiality policy.

10. AOB

- Board Chair asked that as we go into the new year consider norms we want for the Board
- Reminder on use of Roberts Rules of Orders

11. Date of Next Board Meeting

- The next regular Board meeting will be held on Wednesday, January 17, 2023

11. Adjournment of Session

- Proposed to be adjourned at 8:33pm
- Second
- Approved

Board Secretary

Amber McCue