ICSA Board of Directors Minutes of Meeting

Annual General Meeting
Thursday, November 16, 2023

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
Ms. Nicole SHABANI; Trustee, US Embassy representative
Mr. Jean François LE BIHAN; Trustee
15-20 Community members present in person

Present virtually:
Ms. Brenna WONGUE; Trustee
Dr. Anne LIHAU – N'KANZA; Trustee
25-114 Community members viewed virtually throughout the meeting

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

Summary of Decisions Made:
- ✔ A majority in the room at the AGM voted yes for the 2023-2024 School Year Budget
- ✔ Brenna Wongue nominated and appointed to fill Zach Center's Term ending in May 2025
- ✔ Henry Roberts nominated and appointed to fill Jennifer Wenxin Xous' term ending in May 2024

Summary of Action Items:
- ☐ In the virtual chat Board Secretary committed to asking the Head of School to connect with Kidanua Aberal re: traffic and parking solutions
- ☐ Make the AGM recording available for people who could not attend live or for those who want to rewatch
- ☐ Upper School Principal confirmed two microwaves were put in the canteen last year at the community's request and if they are no longer there, Upper School Principal will get them back
- ☐ Share Board summary research completed and notes on steps taken to appoint two new Board members to fill terms not completed by elected parties

1. **Call Meeting to Order**
   - The meeting was called to order at 6:04pm by Board Chair
   - Shared meeting norms/expectations

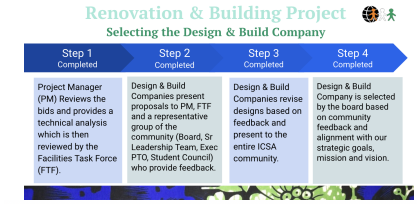
2. **Board Member vs Head of School Responsibilities - Board Chair, Joan DARKORTEY**
   - The Board Chair shared the responsibilities of the Board vs the Head of School using the following slide to describe the breakdown of roles and responsibilities:

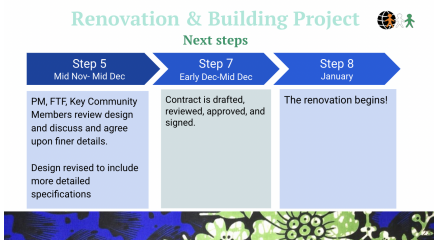
Board Member vs Head of School Responsibilities

	Responsibility/ Decision-making	Input/Feedback
• Governance Policy development • Developing Strategic Direction • Mission and Vision • Mange Fiduciary Risk • Risk Management • Hiring & Evaluation of Head	Board	Head
• Admission/Enrollment Requirements • Employment terms / Salary scale • Budget building • Capital planning • Educational Program	Shared	Board & Head
• Operational Policy & Handbooks Development • Overall Policy enforcement • Hiring employees / Supervision & evaluation • Managing budgets • Student Concerns • Parent Concerns • Campus Security	Head	Board

3. Accomplishments - Head of School, Michael Breece

- Examples shared of ICSA being recognized on an international stage: AISA, SENIA, etc
- US State Department is very supportive of us: US Embassy Ambassador visited school, the US Regional Education Officer visited 2x in less than a year
- ICSA is growing, we grew from 429 students in 2022 to 561 students enrolled in October 2023 and we currently have students on the waitlist
- Our reaccreditation with the Middle States Association was successful after a one-year process where they examined all areas of our school operations. (ICSA has been re-accredited for the next 7 years).
- Strategic Priorities Overview
    - Board Chair shared the Strategic Priorities were developed at the end of the last school year with stakeholders across the entire community (e.g., students, parents, teachers, etc.)
    - Head of School walked us through each strategic priority and shared action steps associated with each priority
        - → Empower Learners to Thrive
            1. Review of our curriculum in alignment with our strategic priorities
            2. Incorporate feedback from students on courses that were already added in the 2023-2024 school year (e.g., drama, health, etc)
            3. Week without walls was introduced after a 20 year break and the entire upper school had an opportunity to enjoy this experience, Maipelo N'guessan
            4. WAISAL - the school subsidizes a portion of these fees when students travel for events; at a recent WAISAL event other schools shared with us that they were impressed we cover a portion of this even though our tuition is lower than these other schools
            5. A senior student project (aquaponics) was presented at the IB Global Conference in Dublin in October this year
        - → Fostering a Nurturing and Welcoming Community
            1. DEIJ audit forthcoming
            2. As a member of SENIA (Special Education Network & Inclusion Association), we train others and we receive training from this body
            3. In a recent 2023-2024 school budget revision, the Board approved a salary increase which positively supports 41% of our ICSA team.
            4. ICSA is committed to communicating clearly and is aligning communications staff accordingly.
        - → Create a Campus that Inspires
            1. ICSA will address its building and renovation needs inclusivity, preserving green space and sustainability, and designing for optimal student learning for all
            2. The Head of School reviewed steps that have been taken to select the





design and build company (see chart to the right)

3. Ingerop has been selected as our design and build company after extensive evaluation by the Facilities Taskforce (made up of community members and the Board), with recommendation from the Facilities Taskforce, and with Board approval
4. Facilities renovation will take place in phases; we will apply for grants from the US Embassy for our safe-haven; Head of School shared design concepts for the campus improvements.

→ Recruit and Invest in the Growth of Exceptional Educators

1. We will benchmark and review staff compensation packages to remain competitive locally and globally and continue to hire and retain great talent
2. Celebration honoring Ye Souleymane's 27 years with ICSA and his upcoming retirement
3. Deloitte audit from last year revealed we need to digitize our HR system, update our professional standards by role, and develop a schoolwide comprehensive plan for professional growth

→ Model Effective Stewardship (Head of School passed the mic to Board Governance Chair)

1. Board Governance Chair shared goals
    - Create a succession plan for Board, Board handbook, review of HR statutes/policies
    - Sound financial management is key and we are looking to fulfill a strategic, oversight role in this area
    - The Board is working toward improved and transparent communications: newsletter released, Board-PTO liaison, minutes being published, etc.
    - Looking to review the emergency plans yearly, collaboration with the US Regional Security Office to review security improvements in progress, child protection plan being worked on by Dr. Anne LIHAU – N'KANZA, etc.
2. Board Chair shared Board Standing Committees and Task Forces newly streamlined for 2023-2024 school year
    - Finance Committee
    - Governance Committee
    - Facilities Taskforce - Jean Francois & Head of School
    - Child Protection Policy Review - Dr. Anne LIHAU – N'KANZA
3. Board Chair spoke on Board Succession
    - A competency review was completed by the board and skills are needed in legal, construction, fundraising, skills
    - Four vacancies are expected in May 2024 (due to completed terms), please consider running for the Board
    - Two vacancies recently required we fill positions:
        1. Jennifer Wenxin You resigned as of June 2023
        2. Zach Center resigned as of September 2023

- Brenna Wongue nominated and appointed to fill Zach Center's Term ending in May 2025
- Henry Roberts nominated and appointed to fill Jennifer Wenxin Xous' term ending in May 2024

4. Finance Report - Head of School, Michael Breece

- Review of 2022-2023 school year financials
    - The operating budget is mostly from tuition, with some grants from US Government
        - Year-end surplus communicated, which is rolled back into reserves
        - One reason we can pursue building projects is due to healthy reserves

- Capital income including reserve amount was communicated
- The current year's budget is prepared by the Head of School, the budget is approved in March/April, and it is updated based on actual student numbers at the start of the new school year. The current year's budget was newly approved in a prior Board meeting
  - Current year increases are related to: Board approved salary increase for support staff and COLA for staff, instructional expenses (WAISAL, Week Without Walls, shipping costs), and Admin expenses (accreditation, project management for facilities project, and audit observation closure)
- We are currently projecting a surplus at the end of the 2023-2024 school year

5. Next Steps - Head of School, Michael Breece

- The strategic plan is our roadmap for all activities
- Improving communications and communicating via the best channels
- Coffee Morning with Board and Head of School
- Board elections Feb - May 2024
- A focus on HR
- Facilities renovation project
- Develop a 5-year financial plan

6. Board Wins Year-to-Date - Board Chair, Joan DARKORTEY

- Inclusively designed strategic plan
- Increased engagement and communication (meeting with US Ambassador, Board Engagement at PTO Potluck and social gathering), planned board meet and greet in December 2023
- Engagement with PTO (appointed PTO liaison, seed capital)
- INGEROP design-build selection
- Investment in Board Training and Development (AISA, Board consultant/trainer)
- Strategic focus on succession planning
- Sound fiscal management (unanimously approved salary increase for all ICSA support staff, budget approval including one-time COLA for all staff; prioritization of HR review and next steps)

7. Board Approvals - Board Chair, DARKORTEY

- The Board Chair asked for the Board to vote on the approval for the 2023-2024 school year budget
  - The Board approved
  - Community member and PTO President Clyde Vacher asked for all to approve the budget for the year from all in attendance at the AGM
  - The Board Vice Chair asked for a vote from the entire community
  - The majority in the room voted yes for the 2023-2024 School Year Budget
- The Board chair moved to receive Board confirmation of the newly nominated and appointed Board Members: Brenna Wongue and Henry Roberts.
  - Board members agreed per their confirmation in prior meetings and no further objections were presented in this meeting.
  - Community member expressed concerns about the democratic process of these appointments and asked for the statues to be read and followed
  - Article 15 of the terms election of board members to take place read by the Vice Chair
  - Article 16 of the terms of election of board members to take place read by the Vice Chair
  - Board Chair elaborated that we are not speaking about general elections, we are talking about incomplete terms. Historically this replacement has happened by appointment. We believe the Board went out to the community for weeks and requested participation and encouraged people to express interest. This is a temporary term and we invited many people in the community to serve. We identified two candidates, one was selected because of strategic needs. We have done

a lot of research on this process and have shared that with parents who inquired about this process before the meeting and **will share our research with the entire community.** Brenna was elected and was the next candidate who participated in the election with more than 50% vote. The Board Chair confirmed we will continue to work with Clyde Vacher on this.
    - Community member again expressed his concerns referring to a scenario from 12 years ago
    - Vice Chair confirmed we will organize elections during the second half of the school year ahead and a full community election will take place

8. Community Q&A

- A community member made comments about the successful planning process and suggested agreement with the process as the Board votes for our nominated candidates on our behalf as we elected the Board
    - Board Chair expressed that there is a difference between elections and filling vacancies.
- Kids cannot order food from Glovo anymore and we'd like clarification on this.
    - Clarification from the Board Chair that this is an operational matter under the Head of School/Upper School Principal, not a Board issue
    - Upper School Principal shared that Glovo was previously banned, he brought it back, and removed it again due to kids being late to class due to waiting for orders
- We have asked for the last two years to have microwaves in the cafeteria/tamu-tamu, more and more kids getting lunch from home and they announced there would be attendance so we can change from tam-tamu?
    - Head of School shared tamu-tamu is in their 3rd year of contract and this will be reviewed for the future, Head of School will follow up, a new tender will go out. Binta virtually confirmed this as well.
    - Upper School Principal confirmed two microwaves were put there last year at the community's request and if they are no longer there, we'll get them back
- Board Secretary read questions/comments from the virtual live stream:
        - One comment noted that: the statues were different 12 years ago (referring to community member's comments that 12 years ago a different process was followed to fill incomplete term Board vacancies)
        - A second comment included questions about the flow of traffic drop off and pick up, security issues, increased traffic, etc.
            - Head of School confirmed this will be evaluated with renovation, footprint in and out. The pedestrian in-and-out flow has been improved this year with a new one-way pedestrian exit, but parking is hard right now, there will probably be more traffic soon, on our side we'll get more humans (e.g., police/security) out there to help with flow.
            - Later in the meeting Kidanua Aberal noted in the virtual chat: I have some rationale and ideas, so I may also need to come in person and explain. Please let me know the right person.
            - Board Secretary noted: Kidanua, I'd begin by speaking to the Head of School. He would welcome it and he will be able to engage the right people at school. I know he will appreciate a conversation and hearing your ideas.
            - Board Secretary further committed to asking the Head of School to connect with Kidanua Aberal
- To return to the issue related to filling the vacancy, a community member who was on the board indicated that when she was on the board 2-3 years ago they filled the vacancies the same way the board is doing now.
- A community member shared education is a priority and she didn't hear conversation about this - she was late, maybe it was addressed.

- The Board Chair confirmed our first strategic priority is around education, Head of School covered this at the start of the meeting and it will be shared in the meeting recording
- Communications - Have IB results been communicated?
  - Upper School Principal shared they should have been on the site, but we'll confirm
  - Overall the global average scores are down by 30%, and we are in line with that
- Timeline of construction - I haven't heard the timeline and when the work will start and how long it will go on, do we have enough money to carry on the work
  - Michael covered this and we'll make sure the recording is available for review
  - Scheduled to begin in January, it will take about 2 years
  - We do have healthy reserves, according to the statues we need to keep 25%, the capital reserves can be used for renovation, one-time capital fee is for this, 150 new students every year paying capital fee,
- A community member expressed favorable feedback with succession planning and then a concern about terms of Board members: we lose a lot of work done when turnover is high, suggestion to explore is it the right term?
  - Board of Chair expressed gratitude, we reached out to past board members, we are doing our best to fill these roles; she confirmed we did due diligence, we consulted with people who served and consultants, we are sorry it does not please everyone.
  - This is a transient environment, we'll look at terms as a Board.
- Again, when is the facilities project starting?
  - Head of School shared we have approved designs and partner, we are making adjustments to designs, etc., building will begin in January
- Parent expressed an issue related to her child's speech and the school recommended specialists. She would like to know if that is the only option for parents.
  - Board Chair indicated we have general body conversations at AGM, and we'd like to suggest we connect and look into this individual question/situation more.
  - Start with a head of school meeting and if you still have concerns you can reach out directly to the Board; since it concerns a specific situation, let's have a meeting and go from there - some things are policy-related and some things are to work out for your personal accommodations.
  - Head of School shared where his office is and will stay after the meeting to make an appointment.
- A community member asked, if the existing board connected to prior board members for historical insights?
  - Board Chair confirmed we are connected to board members who are in the community and we have minutes. Please reach out to us as well for anything anyone wants to share.
- Are other policies being reviewed this year in addition to child protection?
  - Yes, we are continually reviewing various policies.
    - HR policies
    - Risk management
    - Security
- On behalf of grade 10 parents one person expressed their teacher has been gone for 3 weeks and their teacher won't be returning. Another parent added that it has been more than 3 weeks and we had two communications about it; we understand anyone can be sick, but there is a lack of communication.
  - Upper School Principal shared that the replacement teacher has been secured and we'll work on communication to get better. We did have projects for the kids in the last 3 weeks, was it ideal - no, but we are going to get better.

9. Date of Next Board Meeting

- The next regular board meeting will be held on Wednesday, November 22, 2023.

10. Adjournment of Session

- The meeting was adjourned at 8:01 pm.

Annexes (attached as links within the notes above)

- Link to AGM video presentation

Board Secretary

Amber McCue