ICSA Board of Directors Minutes of Meeting

General Board Meeting
Wednesday, October 25, 2023

Present:
Ms. Carina SUGDEN; Trustee, Vice President/Vice Chair
Ms. Brenna O'ROURKE; Trustee
Ms. Nicole SHABANI; Trustee, US Embassy representative
Ms. Amber McCUE, Trustee, US Embassy representative
Mr. Jean François LE BIHAN; Trustee (left at 8:00)
Mr. Michael BREECE; Head of School
Ms. Naomi W. N. MONOBOLOU; Trustee, Treasurer (left at 8:00)
Dr. Anne LIHAU – N'KANZA; Trustee (arrived 7:40)

Not in attendance:
Ms. Joan DARKORTEY; Trustee, President/Chair

Summary of Decisions Made:

✔ Board agreed to continue to virtually reply and approve minutes to ensure timely posting of minutes to share with the community. Non-objection in virtual reply reflects virtual approval of minutes.

✔ Brenna to fill Zach Center's vacancy and complete the term until the general election for this role is held in Spring 2025 and Board Chair advised to appoint one of the proposed nominees to fill temporary vacancy that runs to the new general election for this role in Spring 2024.

✔ Board Chair to Invite new candidate to fill the Board Vacancy

✔ Budget neutral positions (one VP and schoolwide VP) are approved

✔ Future items that require approval will be moved to the top of the Board meeting agenda to ensure they receive consideration from the full Board

---

1. **Call Meeting to Order**
   - The meeting was called to order at 6:08pm by Carina Sugden

2. **Approval of Minutes**
   - Minutes from the September General Board Meeting were approved virtually (prior to this meeting).
   - The September minutes provided to ICSA Comms on Oct 12 and Oct 25 to post to the ICSA website.
   - Board agreed to continue to virtually reply and approve minutes to ensure timely posting of minutes to share with the community. Non-objection in virtual reply reflects virtual approval of minutes.

3. **Correspondence**
   - PTO correspondence previously received from the PTO executive committee was replied to.
     - Request to attend board meetings as replied to as follows:
       → Pursuant to Board Statute 2.30, Ex-officio members of the Board, which include PTO, will attend Board meetings "when issues require their input" and in accordance to Statute 2.401 "when there is an issue, deemed by the Board to be relevant Board

business." In addition to the statutes cited, due to both the strategic focus of the Board and confidentiality requirement of Board members (which is not the same for PTO members), the Board will invite members of the PTO to attend monthly Board meetings, based upon requests from the PTO or when the PTO presence is necessary and/or Board relevant.

- Request to attend September Board was approved, meanwhile PTO later asked to present on another date
- Request to provide PTO funds was approved as seed funding

- Board requested a table at the upcoming Potluck, which the PTO is hosting

4. Board Reports

4.1 Governance Committee - Discussion Led by Carina Sudgen

- Minutes shared in advance
- Board succession and discussion to fill Zach Center's vacancy

→ Board profile survey revealed competency gaps include Finance, Legal, Construction, also some findings regarding board demographics, and examined upcoming board rollover dates

→ Governance Committee recommends Board Chair appoints someone with Finance experience for the temporary vacancy that ends May 2024 to address gaps between competency assessment and strategic priorities. It was further agreed that attention continue to be given to ensuring that the composition of the Board reflects the diversity of the ICSA association.

→ Governance Committee further recommends that Brenna be appointed to complete the vacancy left by Zach, as she was one of the candidates from the same election round, was vetted by the independent nominating committee set up in 2023, and was the runner up to Zach in those elections.

→ **Roles to fill - Board advice and approval of nominees requested**

1. Agreement with Governance Committee recommendation to appoint Brenna to fill Zach Center's vacancy (new general election for this role in Spring 2025) and for another candidate c to fill Jennifer's term (new general election for this role in Spring 2024)
2. Board members were asked by Board Chair to propose candidates to replace the Board vacancy, two suitable candidates were proposed.
3. **Board advises Chair to invite the preferred proposed nominee to serve as temporary replacement on the Board** Recommendation from Brenna and agreement to invite second proposed candidate to serve on Finance Taskforce after signing confidentiality and other agreements
4. Nominated Trustee candidate to be confirmed at AGM meeting on November 16. Further, research completed by the Governance Committee on our Statutes and past practices, found that temporary replacements to complete a vacant term, serve until such time that the term is completed and up for re-election. Additionally, in these cases a presentation of the new Trustee was made by the Chair and shared at the Board meeting and the following AGM with the community. Historically and by design, there is only one community-wide election per school year, which takes place during the second half of the school year .

 Action item: Joan to reach out to extend invite to candidate

- **Board Goals**

→ Reviewed Board Goals 2023-24 doc proposed by Michael as distilled out of the Board Retreat and Action Plans that we have already worked on. The Board needs to further review and agree upon Board Goals for this school year.

→ Committees and task forces and key stakeholders to define action steps and timelines after goals agreed upon

- ***Action item: Board fully review board goals 2023-2024***

4.2 Finance Committee - Discussion Led by Naomi Monobolou

- Minutes from most recent FC meeting shared
- Naomi attended AISA training and learned a lot about how we can improve our financial protocols
    - Received information on how ICSK funded it's facilities improvement (loan from bank, ATMs, in school)
    - Reserve management
    - Scholarship fund with Alumni strategy from another school shared
    - Import duties exemption to explore, as other countries have

- ***Action item: Amber & Nicole to follow up with Embassy to further explore how to ship supplies through Embassy means***

    - PTO financing examples and best practices shared and discussed
        - The Board twice voted in the recent past to approve funds for the PTO for the 2023-2025. Further we communicated to the PTO funding for this school year in our recent correspondence
        - No commitment made for next year, will need to revisit for next school year
        - No new vote, decisions, or actions required
    - AISA is going to provide us with templates to complete long term financial planning, Naomi requested Michael lead on this
- Finance Committee Priorities for this school year communicated
- Need to present budget at AGM meeting
    - Board asked to review budget before AGM
    - Audited financial statement is not yet available
    - Finance Committee meeting tomorrow, will send note to the Board this week on financial budget

- ***Action item: Finance Committee to share financial statements for board review after FC meeting tomorrow (will be shared before meeting on November 8th)***
- ***Action item: Extraordinary Board meeting by zoom on November 8th to review financials***

4.3 Facilities Task Force - Discussion Led by Michael Breece

- Minutes from most recent FTF meeting shared
- Michael to share presentation on FTF progress and recommendations
    - Big thanks to the Facilities Task Force who has spent a considerable about of time on this
    - No decision to be made today but this is urgent and if we delay progress made will be lost
    - Reviewed analysis and recommendations of the two companies that presented their proposals to the school in live meeting with inclusive stakeholder participation at meetings
    - Next steps:

- Clarity on payment schedule
- Explore funding options
- Create of 5 year financial plan
- Consideration to raise Capital Levy fee for next year in alignment with construction starting. Our current Capital Levy and Tuition fees are well below all other private schools in Africa
- Goal to vote on construction partner prior to AGM and make an announcement on selected partner at AGM

 ***Action* item: Requesting decision on Facilitates partner in extraordinary board meeting on Nov 8**

5. Director's Report - Discussion led by Michael Breece

- ICSA's Journey of Inclusion Highlighted by AAIE
- Lower School Principal Position Update
- Recruitment Challenges
- Association of International Schools in Africa (AISA) Conference: Conference served as professional development and aligned very well with all of our strategic priorities; buzz about our school at AISA was palpable due to sharing from AISA incoming Executive Director about our inclusive and well designed strategic planning process, shares from US State Department Regional Education Officer Dr Tim Stuart about our Strategic Priorities and the direction our school is heading to become a leading school in West Africa, and from a staff member who presented at the conference as a subject manager expert; this buzz at the conference will be helpful for recruiting!
- Middle States Accreditation (MSA) School Visit coming up
- Flag Raising
- Student Led Conferences
- Customer Service Training
- Communications/Journalism Program Consultant
- Marketing
- Internal Promotions
- Processing of Residency for New Staff
- ICSA Service Providers

6. Strategic Plan Update from Michael

- Michael and the Administrative team are at work building action plans to align with the Strategic Priorities and Goals we identified at the end of the last school year in an inclusive, collaborative process
- Michael highlighted progress made:
    - 5 Strategic Priorities defined
    - 15 Strategic Goals identified
    - 48 Action Items identified by the leadership team so far, with 75 measures of success
- Further good news, the MSA Action plan approved 2 weeks ago was successfully aligned goals for Accreditation to our Strategic Plan

 ***Action item*: Michael preparing action items to share at AGM**

7. Positions/Restructuring for Next Year - Led by Michael Breece

- 3 new positions proposed: Upper School VP, Lower School VP, Schoolwide VP
- While this is not a full review of positions needed for next school year, HOS underscores there is a sense of urgency around this and asks to move this forward with these Administrative positions now because the VP recruiting cycle happens sooner and before other recruiting cycles

→ In depth discussion around financials and Naomi expressed the need for a 3-5 year plan, Board agreed, note that recruiting is a separate action and decision than hiring

- **Decision: Budget neutral positions are approved (one VP and schoolwide VP approved)**
- **Decision: Future items that require approval are moved to the top of the agenda**
- **NOTE: Approval of second VP position will be subject to a review of the Financials**

8. Prep for AGM Meeting November 16th - Discussion Led by Carina Sugden

- HoS and Chair to propose overall agenda
- Committee Chairs prep slides (Facilities, Finance, Governance) before end of month

9. AOB

- Extraordinary Board meeting November 8th
- **US Embassy RSO made recommendations to the School**, which are being implemented over time. US Embassy's happy to come in and share presentation to Board on recommendations and how US Embassy RSO can support.

10. Date of Next Board Meeting

- The next board meeting will be held on Wednesday, November 25, 2023.
- The Annual General meeting is scheduled for Thursday, November 16, 2023.

11. Adjournment of Session

- Meeting was adjourned at 8:50pm.

Board Secretary

Amber McCue