



Meeting of the Board of Directors
19th September 2022 - 17:20PM
Face to face
OPEN SESSION

Present:

| | |
|----------------------------------|--|
| <i>David Nyheim - BCH</i> | <i>The Chair</i> |
| <i>Ben Brown - BBR</i> | <i>Parent Director</i> |
| <i>Nick Borg- NBO</i> | <i>Parent Director</i> |
| <i>Paolo Catalfamo - PCA</i> | <i>Parent Director</i> |
| <i>Dr. Monika Wohlfeld - MWO</i> | <i>Parent Director (non-voting)</i> |
| <i>Totty Aris – HOS</i> | <i>Head of School (non-voting)</i> |
| <i>Ivan Camilleri - FC</i> | <i>Financial Controller (non-voting)</i> |
| <i>Richard Price - RPR</i> | <i>Staff Director</i> |
| <i>Daniel Shrewsbury - DSH</i> | <i>Staff Director</i> |

Apologies: *Anthony Sammut- ASA Board Director, Maltese Government Rep*
Aaron Kadkhodai - AKA Board Director, US Embassy Representative

No Observers

1. Approval of Open Minutes, 13th June 2022

Open Minutes Approved by e-vote - **approved**

2. Matters Arising – Action points

- 1. 2022-23 Board Goals to be confirmed at Sep Board Meeting. Covered in the closed meeting and to be reported on during the open meeting**
- 2. Board Members to send the Board Secretary when they will not be able to attend in September so a date can be decided on. The Board confirmed that two Board Members cannot attend .**

3. Decision Items

3.1. Board Goals (2022-2023) - Appx. 1

Motion: To formally approve the 2022 Board Goals.

Proposed - NBO

Seconded - DSH

Vote – Unanimous

3.2. Board Membership (Non-voting parent member co-opted)

The Chair explained the rationale behind co-opting a new Board Member. We have an ambitious Board agenda with more work in the committees with a need for a more gender balanced Board. It had been discussed and voted in Closed session that a parent member, Dr. Monika Wohlfeld (MWO), currently on the Governance committee, be co-opted as a non-voting member of the Board until the next AGM 2023.

He added that the Board had agreed to task the Governance Committee to review and recommend how we govern the co-opted modality as this is currently not outlined in the Board Handbook. The Chair also announced that MWO has also been voted in the closed BoD meeting as the Deputy Chair of the Governance Committee.

4. Discussion Items

4.1 Statutes Part 2 update on progress

HoS reported that the Governance Committee took the feedback from the Board about specific areas that need to be focused on for this part 2 review. The Statutes Part 1 is being finalised and ratified by the Notary therefore still work in progress. HoS shared the document with proposed Part 2 statutes changes (**Appx. 2**). The Governance Committee worked on the proposals the Statutes lawyer has reviewed it and tweaked the legal language accordingly.

HoS highlighted the areas of change, some of which were previously discussed, some proposed by the Governance committee:

1. We will not be an American School, we will be English speaking – this has been agreed in writing with the US Embassy.
2. Our anti-discrimination policy is integrated into the statutes.

3. The Corporation piece has been removed.
4. The number of directors and co-opted directors has been added.
5. The two-term proposal for Board Directors
6. A proposal around noting the duration of the two-terms, to be discussed.

The Lawyers recommended that we specifically say how many Board members are allowed on the Board, including a maximum, as this is expected as part of the registration of the Foundation.

The Board discussed the recommendations, there was general agreement that stating a maximum of 6 years was unnecessary as the annual election would remove people and/or people leave the School community, therefore this would not be required.

The Board fully supported the addition of the anti-discrimination statement.

They recommended that the co-option of a Board Director be clarified in terms of how long they are on the Board, it should state until the next AGM, after which they should be voted again.

Motion: Approval of the changes proposed in Appx. 2 except for a limit on how many terms a Board member may stand. Amendment to the co-option clause needs to be inserted.

Proposed - NBO

Seconded - PCA

Vote - Unanimous

4.2 Update on VPSO progress

RPR reported that since Boosters disbanded, and our last whole school event (winter festival 2019), there have been many new students/families that have joined VIS. As a result of this, the VPSO will focus on smaller grade/section events that foster community rather than only on larger whole school events. Two big events have been penciled in - winter festival and international night. Smaller events will include beach clean ups, coffee mornings, sports evenings etc.

Parents have been messaged via Managebac to attend a steering committee meeting on 3 Oct 2022. Staff have been contacted to get involved. From this meeting they hope that some parents will step up and take more of a lead.

The Board discussed the points and the need to distinguish what events will be solely organized and managed by the VPSO and which events are driven entirely by the school.

5. Consent Agenda

None

6. Information Items

6.1 Update on VIS refugee scholarships

HoS reported that the School has enrolled a VIS refugee scholarship from Ukraine, thanks to the Board's decision to support a G11-12 students with additional VISFund monetary support. He is enrolled in the CP programme and the community has been informed. Another VIS family is sponsoring G10 Ukrainian student who is residing with them.

BBR announced the next VIS Fund Gala event date has been set for the 12 May 2023.

6.2 Board Away-Day

Board Away day is set for 13 Oct with a focus on Marketing and Communication to crystallize our purpose as a school and provide a remit for a Communications and Marketing Taskforce. This will be attended by Board members and Leadership.

6.3 Update on Strategic Plan (2022-2027)

HoS shared the 2022/2023 in depth Strategic Plan Action Plan for this year. It was shared with staff at the beginning of the year to both ensure understanding of our whole school direction and strategic plan but also unpack what year one looks like and what we are expected to achieve by the end of this academic year across the community. HoS said it was a useful activity for the staff to spend time seeing how they connect to the strategic plan and understand the whole school vision and context.

Committee Reports

- **Executive Committee**

Nothing to report

- **Governance Committee**

Working on the statute changes as noted above

- **Finance Committee**

BBR revised the VIS budget and discussed the possibility of acquiring a garage for storage. They are collecting more information about the garage and will report to the Board on findings at a later date.

- **Facilities Task Force**

Works ongoing - minimal interruption thus far to Teaching and Learning. The new entry/exit to the school keeps the site very separate and Parents have adapted to the new arrival tunnel. We had one setback as a IT cable was severed.

Graziella Agius has been appointed as site coordinator – this allows for constant comms, holding contractors accountable, clarifying questions etc. An additional assistant in Accounts has been appointed to give her time for this role.

The Facilities team has been discussing guiding principles of the new build in terms of ecological impact with the intention of linking it to mission, vision and values. The Eco Committee will be building these guiding principles within the next month.

- **GDPR**

Nothing to report

- **HR Task force**

Nothing to report

7. Head of School Report (Appx.3)

No questions were raised.

8. Other Matters

Action points:

- Governance to propose Co-option of Board Directors additional guidance in the Board Handbook

- Governance to take Part 2 Statutes amendments to the lawyer and propose final Part version to the Board at the next meeting.
- Eco Committee to develop EcoPromise to be used as guidance for the Newbuild and future Facilities works.

Meeting end: 18:10