



**Verdala**  
INTERNATIONAL SCHOOL

**Meeting of the Board of Directors**  
**27th February 2023 - 17:00 via Google Meet**  
**OPEN SESSION**

*Present:*

<i>David Nyheim - BCH</i>	<i>The Chair</i>
<i>Ben Brown - BBR</i>	<i>Parent Director</i>
<i>Paolo Catalfamo - PCA</i>	<i>Parent Director</i>
<i>Nick Borg- NBO</i>	<i>Parent Director</i>
<i>Dr. Monika Wohlfeld- MWO</i>	<i>Parent Director (co-opted non-voting)</i>
<i>Totty Aris – HOS</i>	<i>Head of School (non-voting)</i>
<i>Richard Price - RPR</i>	<i>Staff Director</i>
<i>Daniel Shrewsbury - DSH</i>	<i>Staff Director</i>
<i>Anthony Sammut- ASA</i>	<i>Board Director, Maltese Government Rep</i>
<i>Tim Cassel -TCA</i>	<i>Board Director, US Embassy Representative</i>

Apologies: *Ivan Camilleri - FCO*      *Financial Controller (non-voting)*

Guest: *David Miles*

*I*

Note to observers: Session cannot be recorded by observers for GDPR reasons, the meeting will be recorded for minute-taking purposes and then deleted once minutes are confirmed. Board members who have a conflict of interest should flag it now.

.

## **1. Approval of Open Minutes, 16th January, 2023**

---

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

## **2. Matters Arising – Action points**

---

### **1. DSH to share with the Board the proposal of the Eco Code for works (carried forward)-**

DSH informed the Board of the difficulties in setting up meetings with all sections of the school . All section ECO committees will meet individually to review the ECO code. We will then finalize and send it to Leadership for approval after which it will be sent to the Board. BCH spoke about the additional ECO guidelines for the new build that need to include and demonstrate that VIS is committed to an environmentally friendly pledge. DSH is working

with the Project Manager and discussing environmentally friendly materials. The school ECO code is almost complete but the New Build ECO code needs more discussion with the Project Manager. DSH will have a draft for the Board for the March or April meeting.

### **3. Information Items**

---

#### **3.1 Head of School Report**

HoS highlighted points on the Head of School Report **Appx. 1**

#### **3.2 Good news to report**

The New building has begun being built. ACs have been installed in the High school barring the Gym due to the DP Art exhibition. A community meeting on 13th March where the Project Manager will talk about the project. MYP planning ongoing with teachers working really hard to make it a success for students .

### **4. Decision Items**

---

**None**

### **5. Discussion Items**

---

#### **5.1 Update on VPSO**

**RPR**

VPSO now has an official Executive committee, which consists of a Committee chair (Name) , a Secretary (Name), Finance (Name) and Governance person (Name), an ECO person (Name). The Board Steering Committee is therefore formally handing over to the VPSO.

Role	Name	Parent/Staff
Co-Chair	Richard Price	Staff
Co-Chair	Edward Reed	Parent

Secretary	Gia Janks-Gelvan	Parent
Governance	Devi Leiper O'Malley	Parent
Finance	Arzu Bilgic Fidanboy	Parent
Events - Large	Virag Andersson	Parent
Events - Large	Fabiana Pica	Parent
Events - Small	Chrisje Sepmeijer	Parent
Events - Eco	Cyril de Koning	Parent
Support	Karen Naughton	Parent

The events team has been divided into small events and a large events team. With a meeting the HoS to discuss the VPSO calendar taking place this week.

BCH told the Board that it is important that we have the voice of the VPSO strategic management channeled to the Board. RPR asked for clarification on the Governance role. BCH explained that it will be important for the VPSO to have a channel into the Board, which should be defined in conversations with the HOS.

The Board is very grateful for the work and effort put in by RPR in managing this transition.

## **5.2 MSA Standards Survey**

HOS presented the MSA Standards Survey and explained how this has replaced the Annual Community survey. The MSA Standards survey framework is:

- Whole School community annual standards survey
- Based on the MSA Standards that require perception & data to inform

- MSA Accreditation is data-driven, if a standard is demonstrated through documents and policy this not included in the survey eg. schedule, duty rotas, Field-trips

The raw data informs the improvement cycle of the school by

- helping us understand the perceptions of the success of our mission, vision and values
- highlighting areas of strength and weakness
- Analysis by standard conducted by teams with roles of responsibility within the school (Board committees & Leadership Teams such as Whole School Curriculum Team, Student Support Services, ESLT and SecLT)
- Indicating matters to be addressed that require further investigation/deep-dive surveys for better understanding
- Helping LT share appropriate data to inform Staff/Parents understanding in their section meetings
- Becoming longitudinal data from 2022 onwards

DMI presented the dashboard he had created with the Data Systems Manager that shows the results of the raw data. He highlighted how it can be navigated by the teams analysing their particular standard or key concept. The teams will use this to recommend matters to be addressed and areas of success. This data can also be extracted and used to discuss certain matters with various stakeholders.

The Chair asked the floor whether they had any questions:

Q. There is a danger of too much information retrieved from the survey with some information potentially being lost

A. In each section there is a LT member reading and discussing the results in their specific groups and then bringing these results to the LT. HoS, hopefully what will come out from the deep dive from those groups will give us lots of food for thought. DMI added that it is a learning curve on how to look at data critically and with objectivity

Q BCH suggested that this data point be a source of any strategic issues that require Board engagement for that to be flagged by the LT as we receive these things annually

A. HoS told the Board this is tied to the Standards and this is a perception survey so it is looking with a critical eye on the results from the perception of the parents or students that they are getting what they need. It should be noted out that this is only one set of data. There

are other sources of evidence that demonstrate both the MSA Standards and what we do. Should we need to deep dive on a particular issue then focus groups, mini-surveys or document evidence can be equally useful.

Committees to review their parts of the Survey as per the time-line shared.

### **5.3 Board self-evaluation discussion**

**The Board discussed their own reflections about being a member of the Board:**

#### **BCH**

The Board Chair asked the Board to reflect on how they have been doing for the past year. This will be part of The Chair's report at the AGM.

The Chair asked the Board to focus the discussion on any reflection on the effectiveness of the Board in the past year and any lessons learnt that they may have thought about whilst on the Board

A board member reflected that during the year he felt that the Board hadn't reached the targets they had set for themselves at the beginning of the year.

A Board member from the Governance committee felt due to dwindling numbers and more work she would like to have more members and more support from the committee.

A Board member felt that from the perspective of an inexperienced Board member, after joining the Board there should be Board training or a mentor to guide them on what is expected of them.

HoS felt that the committees should have a scope and clear understanding of a committee's function with an overview of the roles within the committee.

### **5.4 Purpose discussion next steps**

BCH spoke about the Board away day at the beginning of the scholastic year. With the help of Amanda Holmes we worked on a way to define the purpose of the school. We brought together some key concepts and shared ideas we now are tasked with pulling it all together into to a purpose statement.

HoS shared her thoughts on the way forward. The purpose needs to be channelled into thinking about our brand and associated ambition. HoS suggested inviting Amanda Holmes to the Board meeting in April so she can help to unpack the concepts. This could lead to the formation of an Advancement committee that would look at how the school puts itself out there. This is especially important with the opening of a new competitor in August 2025. As part of the strategic plan we are looking into hiring an Advancement officer and this would tie in with the committee.

## 6. Consent Agenda

---

None

## 7. Information Items

---

### 7.1 Committee Reports

- **Executive Committee**  
Nothing to report
- **Governance Committee (MWH)**

#### **Governance has been working on:**

1. Updating the Board handbook and other policies to align with any statute changes approved at AGM 2023.
2. A three questions survey, this was suggested as an alternative to the MSA Standards survey which would focus on useful information for the Board. Governance suggests we run a survey on communication between the School and the community i.e. to gain an understanding of stakeholders awareness of complaint and feedback procedure.

The Board unanimously agreed to this concept and look forward to seeing the survey at the next meeting.

3. As previously mentioned, as part of the Statute Review we have to register with the Malta Business Authority. Unfortunately, in the past this was not done and therefore we do expect a hefty fine. We were required to account for all Board of Directors and their details going back to the start of the foundation. The current Board of Directors have been required to sign a

physical Administrators consent form. The school will in future follow due diligence and ensure that this registry is kept up to date annually as and when Directors change. This is all outlined in the Board Handbook (approved June 2022).

Board Handbook 2022:

*The Board is also responsible for ensuring the Foundation remains compliant with relevant Maltese legal requirements. This includes following and acting on legislative changes and notices issued by the Registrar of Legal Persons (within the Maltese Business Registry). At present, the Foundation must:*

- *Notify the Registrar within 14 days of: i) changes to - name or address of the Foundation, Statute or any constitutional changes, founders, Board of Directors/Administrators, legal and/or judicial representation, any other changes in ultimate or effective control in the Foundation; ii) appointments of - any protector or supervisory council or any beneficiaries, local representative (mandatory if there are no administrators that are ordinarily resident in Malta); iii) additional endowments to the Foundation; iv) dissolution of the Foundation*
- *Annually, within 3 months from the 11 February, pay an annual fee to the Malta Business Registry and submit an annual declaration stating the total net asset value of the Foundation on 11 February of the year in question.*

- **Finance Committee**

Reported in Closed

- **Facilities Task Force**

1. HOS report highlights the recent Newbuild & Substation work.
2. A community Facilities Information evening with Cheese & Wine will be held on Monday, March 13 pm. This will be presented by Lisa Carson, Project Manager who will update the community on the time-line and show the design of the Newbuild.

- **GDPR**

HoS reported that we had a potential breach on 250123 when a form was issued to parents to complete, however it was amended within 24 hours and lawyers were consulted to ensure all appropriate steps were taken. The matter was then closed.

- **HR Task force**  
None

## **8. Other Matters**

### **Action points:**

- Eco Codes (School & Newbuild) to be presented to the Board by April 2023
- Governance: 3 question survey on School feedback communication
- Committees review MSA Survey as per their remit by end of March.
- Add Branding/ Advancement discussion to April agenda

**Meeting end: 18:05**