



**Verdala**  
INTERNATIONAL SCHOOL

**Annual General Meeting 2022  
Verdala International School  
28th March 2022 at 19:30**

**Board Members:**

David Nyheim (Board Chair)  
Corinne Borg - CBO (Staff Director)  
Daniel Shrewsbury - DSH (Staff Director)  
Nick Borg - NBO (Parent Director)  
Ben Brown - BBR (Parent Director)  
Laura Keurhorst - LKE (Parent Director)  
Totty Aris - HOS (Head of School non-voting)  
Ivan Camilleri - FC (Financial Controller non-voting)  
Mark Patanella - MPA (Board Director US Embassy)  
Anthony Sammut - JGH (Board Director, Maltese Government Rep.)

**Apologies :** Mark Patanella - MPA (Board Director US Embassy)

**Guests:** Noel Micallef ( Ernst and Young)  
Chris Balzan ( Ernst and Young)  
Joshua Chircop( Mamo Lawyers)  
Andy Davis (Parent on Governance Committee)

**Attendees:** 60

**Minutes:**

**Session 1 -**

Meeting Protocol: The Chair explained the AGM meeting protocol to attendees

## **Session 2**

Approval of the AGM Minutes 2021 (**Appx. 1**)

## **Session 3**

Presentation of audited accounts for the year 2020-2021 (**Appx. 2**)

Mr Chris Balzan (Partner E&Y) was invited by the Board Chair to give an overview of the Annual Report and Audited Financial Statements for the year ended 31st August 2021.

The Chair thanked the Auditors for their presentation and invited questions from the Community.

Q - A Community Member asked the Auditor to explain the cash equivalent that decreased by 650K and the difference in the net cash flow generated by the operating activities from a positive last year figure to a negative figure this year

Q - A Community member commented on the Audited financial statements. On tax note 11, the tax is shown as a negative which is not in line with the previous year. The Community member asked that it be changed so it is like with like. Tax on surplus at 35% and the 9783 should be shown as a positive so you can add back the tax on the items below.

The Community Member then asked will the school be doing tax planning from now on because in every AGM we are hit by a tax bill when we are a not for profit organization. She also added to the previous Community Member's question about the reduction in our cash of 650K but in our PNL we have an increase in our bank charges of this year.

Mr Balzan proceeded to answer the questions

A- Note 11 - He said that the comparative should have a bracket sign and will be adjusted in these financial statements.

A - Cashflow - He said that on page 9 on the financial statement there is a cash flow statement that explains the movement that took place in the cash balances. There will be movements in creditors that haven't been paid at the end of the year and that provided additional cash surplus to the school or vice versa.

BBR answered the question on tax planning and Bank charges.

A- BBR agreed that tax planning needs to be a priority for the Finance Committee and for FCO. He will look into putting planning and resources in helping the school achieve a position by not paying as much tax.

A- Bank charges related to a change in the bank going from a fixed cost to a variable cost for that year. We have gone to APS to change to a fixed term deposit, where the unused cash reserves are an interest bearing fixed term deposit.

#### **Session 4:** Vote

5 minutes was allowed for online voting, following which the results were announced-

- a) Approval of the AGM 2021 minutes:

Proposed : NBO

Seconded: ASA

The AGM minutes of 2021 were approved by 98.9% of the votes

- b) Approval of the audited accounts

Proposed: DSH

Seconded: LKE

The approval of the audited accounts for the year end 31st August 2021 were approved by 98.9% of the votes

- c) Appointment of EY as the auditors for the FY 2021 -2022

Proposed: CBO

Seconded: ASA

The approval of the appointment of E&Y auditors for the FY 2021-2022 were approved by 95.7% of the votes.

#### **Session 5**

Report by the Board Chair as per AGM Report 2022 (**Appx 3**)

#### **Session 6**

Report by the Head of School, as per AGM Report 2022 (**Appx 3**)

#### **Session 7**

Update on the current financial picture which runs from the 1 September 2021 to January 2022 was given by the Chair of the Finance Committee (BBR) and FCO. BBR explained that the school was in a similar financial position as the previous year with a slight increase in income

than in the previous year. Predominantly made up by the increase in tuition fees offset by the registration decrease due to less student movement.

Our major cost is teacher/human resources costs. No major increases here and in line with previous years and in line with budget.

We are in line with VIS projected financial 2022, with no red flags or issues to report.

Current VIS enrolment:

88% re-enrollments  
32 new registrations  
16 extensions given to due to extenuating circumstances

Despite the current circumstances around Europe.

### **Session 8**

Q & A from the Community to the Board

Q- A community Member asked about the predicted figure for enrollment of 524 students. With 88% re enrolled and with the 32 new registrations and the 16 extensions. She asked that with those numbers we will be under current enrollment next year and whether BBR envisaged that the places will be filled or will there be a gap in income that is not reflected for next year.

BBR answered that the 88% re-enrollment at this time last year is slightly higher than last year. There is an expectation the school will be full with the waiting list it has. From a finance perspective the enrollment is on track.

### **Session 9 -**

Other Motions: Statute review proposed amendments (**Appx. 4**)

LKE presented:

The AGM 21 opened the way for the Board to undertake much-needed & full review of the School's Statutes:

- Over the past year, the Board has worked closely with the School lawyers to develop proposals to ensure the Statutes are fit for the 21st century, in line with Maltese law, and that they reflect the School's values and good governance practices.
- Three Community Information Meetings were held to explain proposed amendments and to hear feedback. Amendments were put to the Community in an Indicative Survey in November 2021.

The AGM 21 opened the way for the Board to undertake much-needed & full review of the School's Statutes:

- All proposals have been cleared by the School lawyers & pre-cleared by Malta Business Registry. They have also been endorsed by the Maltese Government and US Embassy.
- No other motions were tabled by the community by the closing date of 18 March 2022

LKE read out the proposed motions that were being forward to be voted on

### **Session 10**

Q & A on the proposed amendments

Joshua Chircop and Andy Davies to answer:

Q- A Community Member said that motion 4 and motion 7 are very similar and asked if one motion is approved and the other isn't, what will happen?

A- LKE: They are separate motions and will not affect each other. Statute 7 ring fencing protects four clauses of the statute. If Motion 4 is voted in we will make those amendments that relate to specific clauses where wording will be changed, if it isn't it will stay as is

A. Andy Davies thanks Joshua and the legal team for making it a fully compliant legal document. He added to LKE answer, that they had colour coded the document so if there is conflict in any of the motions that isn't voted in. It's clear to see what is covered by each one, particularly clause 8 which was the initial motion raised a few years ago as to how we can amend the statute. We were given that remit from AGM 2020, we polished the wording and if for any reason it's not voted in to accept the full wording the remit is still in existence so we can proceed.

Joseph Chircop: We brought the statute up to today's requirements and what is expected of an organisation of this level by the Governmental authorities and the Banks. We had a role to play in the legal side to bring the statute in line and the other side which was the school's policy. He felt it was a great initiative, making the statute as robust and practical in today's environment.

### **Session 11**

Vote: Statute review proposed amendments

**Motion 1:** Do you agree to amend the typos and outdated language in the current Statute?

Proposed: BBR

Second: DSH

Motion 1 was approved by 98.2% of the votes.

**Motion 2:** Do you accept the legal requirement and best practice amendments & additions proposed by the School's lawyers?

Proposed : ASA

Second: NBO

Motion 2 was approved by 97.3% of the votes.

**Motion 3:** Do you agree to amend Clause 8 (Amendment to the Statute) as below?

Proposed : BBR

Second: CBO

Motion 3 was approved by 96.4% of the votes.

**Motion 4:** Do you agree to extend the membership of the Foundation with accordant rights to all employees?

Proposed : NBO

Second: DSH

Motion 4 was approved by 91.1% of the votes.

**Motion 5:** Do you agree to replace proxy voting with extended electronic voting over 24 hours prior to a General Meeting?

Proposed : ASA

Second: LKE

Motion 5 was approved by 98.2% of the votes.

**Motion 6:** Do you agree to add further sub-clauses to Clauses 6 & 10 (General Meetings & Board of Directors Meetings) to enable these to be held virtually, as well as in person?

Proposed : LKE

Second: DSH

Motion 6 was approved by 99.1% of the votes.

**Motion 7:** Do you agree to ring-fencing four parts of the Statute?

Proposed : BBR

Second: CBO

Motion 7 was approved by 88.4% of the votes.

The Chair confirmed all motions approved and thanked the Governance committee, especially Laura Keurhorst and Andy Davies for their work.

**“Whereas it was noted**

1. That the Foundation was constituted and established by Lawrence George Hetnerington Simpson, Argelia Maria Caballero Santana and Erika Kelly (the **“Founders”**) by means of an initial endowment of LM 5 each which amounts to EUR 11.65 each, by virtue of a public deed together with an annexed Statute enrolled in the records of Notary Doctor Joseph Henry Sciriha, on the 4<sup>th</sup> March 1985 (the **“Original Foundation Deed”**).
2. That by virtue of a public deed enrolled in the records of Notary Doctor Tonio Cauchi on the 6th February 2013 (the **“Second Foundation Deed”**), before Michael Leigh Trapnell, chairman of the Foundation, as authorised delegate of all the Directors of the Foundation, the Statute was substituted with an amended and restated version of the Statute, and the Directors made an additional endowment on behalf of the Founders of EUR 24.76 each in order to increase the original endowment to the amount of EUR 233.
3. That the members desire that the Statute annexed to the Second Foundation Deed shall cease to apply and shall be replaced in toto by a new Statute by means of a public deed entered into before a Notary Public (a draft copy of which is attached to the original copy of the minutes) (the **“Third Foundation Deed”**).

**The community unanimously resolved**

1. That the Statute annexed to the Second Foundation Deed shall cease to apply and shall be replaced *in toto* by a new Statute to be annexed to the Third Foundation Deed, a draft copy of which is attached to these minutes, and which was adopted by the community in its entirety.
2. That any one (1) Director of the Foundation is individually authorised and directed to:
  1. appear before a Notary Public of their choosing to sign the Third Foundation Deed and Statute; and
  2. sign and deliver to the Malta Business Registry for registration (i) a certified extract of these minutes (ii) the Third Foundation Deed and Statute, (iii) any other forms that may be required, and (iv) to comply with such other formalities as may be required by law to give effect to this resolution.”

## **Session 12**

Long serving staff awards and appreciation to VIS Staff and Parents

The Head of School introduced and thanked the staff being honoured for their long-serving at the school. This was started by the late Dr Sandro Spiteri and is the 4th year that the school is acknowledging long serving staff members.

HoS told the AGM that 27% of Verdala staff are long service staff:

Alexandra Farrugia TA and Charmaine Navarro TA are celebrating 10 years of service.

Corinne Borg, The Director of Wellbeing, Susanne Hackenbruch and Galya Umnova ES Teachers are celebrating 15 years of service.

Nancy Generelli ES Teacher is celebrating 20 years of service

The Board Chair thanked the long service staff and thanked all Verdala staff their commitment during another challenging year on behalf of the Board

## **Session 13**

### **AGM Board election:**

The Board Chair and HoS thanked the outgoing Board members Corinne Borg, Mark Patanella, and Laura Keurhorst for all the work they have done during their time on the Board.

The Board Chair thanked and recognised the work by the Committees and Task Force members.

Presentation of the new Board (Adjudicator).

No election took place as there were 5 Board members' seats with 5 nominations submitted.

The Board members for 2022-2023 are as follows

Mr Ben Brown  
Mr Aaron Kadkhodai  
Prof. Paolo Catalfamo  
Mr Nick Borg  
Mr Daniel Shrewsbury  
Mr Richard Price

## **Session 14:**



Close of the AGM

The Chair thanked the Tech Team for making this first Hybrid AGM possible and thanked the attendees for participating in the VIS AGM.

The AGM for 2022 is now closed.

**Meeting was adjourned at 21:06**