



Meeting of the Board of Directors
20th March 2023 - 17:00 In person
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>Ivan Camilleri - FCO</i>	<i>Financial Controller (non-voting)</i>
<i>David Miles– DMI</i>	<i>Acting Head of School (non-voting)</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>

<i>Apologies:</i>	<i>Richard Price - RPR</i>	<i>Staff Director</i>
	<i>Totty Aris – HOS</i>	<i>Head of School (non-voting)</i>

Guests: Joshua Chicop (Mamo TCV Advocates)

Note to observers: Please note that observers can join in person or via Google Meet – and that they are welcome. Observers should note that they can't record to Board session. However, the meeting is recorded for minutes-taking purposes and then deleted. Observers can observe; questions and comments from Board members only. Any Board member with a conflict of interest on any agenda item should declare it.

1. Approval of Open Minutes, 27th February , 2023

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

2. Matters Arising – Action points

1. Eco Codes (School & New Build) to be presented to the Board by April 2023

DSH had shared the second draft of the School and New Build Eco Codes with the Board. DSH told the Board that whilst going through the process, they realised that the whole school Eco Code needed the language to be more age appropriate for the Elementary School. There are now two

versions for the Whole School Eco code and one version of the New build Eco code. DSH asked the Board if the Eco Committee, Facilities Committee and the LT can get the Eco Codes finalized in time for the April Board meeting. DSH would like the specifically the New Build Eco code finalized because building works will start again in 6 weeks and we should have a tight oversight on what can be used and can't be used on the New build.

2. Governance: 3 question survey on School feedback communication

MWO informed the Board that the Governance Committee has now looked at the question of having additional polls with parents on specific issues as requested by the Board a few months ago. The Committee also flagged the need for awareness-raising among parents about the ways the School has of collecting feedback, comments and complaints. In terms of additional polls, the committee will proceed with this after the AGM and to give the LT an opportunity to provide flow charts of the existing feedback mechanisms.

3. Committees to review MSA Survey as per their remit by end of March

This is work in progress with some committees.

MWH informed the Board that the Governance Committee noted that parent participation in the MSA survey is quite low and we need to address this. She is planning to have Governance Committee meeting devoted to the reviews of the survey.

DSH informed the Board that the Facilities Committee has started the processes of review and will have a final meeting on the topic on 29 March.

Action: The review to be carried forward to the next Board meeting

4. Add Branding / Advancement discussion to April agenda

Action: Topic to be added to the April BoD meeting Agenda

3. Information Items

3.1 Head of School Report

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

3.2 Good news to report

Good news is covered in the HoS report:

- A Grade 5 Student gave heartfelt thanks to the President Emeritus Mary-Louise Coleiro Preca which was very well received.
- VIS students are participating in Duke of Edinburgh Award.

4. Decision Items

Motions submitted by a member of the community to the AGM

Dr Joshua Chircop from Mamo TCV Advocates was invited to address the Board with legal interpretation of the Statutes. He explained that any member of the community has a right to bring forward motions to the AGM. However, such motions have to be within the remit and the powers of the AGM. Statute 7 does cater for this and it outlines the powers that the AGM has. The Statutes are also clear that the policy of the school, the management and the running of the school is under the competency of the Board of Directors and the Head of School. The resolutions submitted by a community member are policy focused and operational. Mamo's view is that the resolutions tabled are for the Board of Directors to consider. They are not within the remit of the AGM and as per the Statutes.

The Chair asked the floor for any questions or comments:

PCA proposed that the Board notifies the community on the approach taken to these motions.

The Chair said that such motions need to be reviewed like any other motions from the School's committees, i.e. a legal review to ensure they do not create legal liabilities for the School; a review by relevant committees to ensure policy coherence and alignment; and a review by school management to ensure non-duplication of existing processes and operational policy coherence.

Board members felt that the tabled motions are also complex and some have language that shows a limited understanding of Maltese law and judicial processes. Time should be allocated to review them in more detail and tabled for consideration by the new Board in new board cycle that starts in April 2023.

The Chair asked the Board to vote on submitting the Motions submitted by a member of the community for review by the new Board in April 2023 and in accordance with the powers of the Board (and AGM) as provided in the Statutes.

Proposed: BBR

Seconded: PCA

Vote: Unanimous

Improved review and due diligence on motions submitted to the AGM and Parent Candidates to the Board

The Chair explained that it is important to continuously strengthen Board processes and practice and align these to good practice. Two aspects have been identified by Board members so far: (a) how in the future we address motions that are submitted for AGM consideration; and (b) how in the future we carry out due diligence on Parent candidates who stand for Board elections.

MWH explained that the Governance Committee has been working on a proposal for how the motions submitted to the AGM should be prepared and reviewed in the future. It will be called the Policy for General Meeting Resolutions, which will support Article 6 of the Statutes. It will include a procedure for a clear review and due diligence process with an appeal element managed by the Adjudicator.

The Chair proposed that this policy proposal is considered by the next incoming Board in April 2023.

In relation to the process of due diligence on Parent candidates to the Board, the Chair explained that good basic business practice is to have a mandatory due diligence review of all Board candidates by an external and reputable specialized firm. It protects the school from reputational and legal risks.

Board members asked the Governance Committee to develop such a policy proposal. TCA stressed that such a policy proposal needs to include a way for the Board to act should red flags be identified. The Chair added that it should include not only a Red Flags review, but a Public Records review, which is a more thorough form of due diligence.

The Chair asked the Board if they were in agreement for the Governance Committee to propose a due diligence process on Parent candidates to the Board at the AGM and for this to be considered by the incoming Board in April 2023.

Proposed: TCA
Seconded: NBO
Vote: Unanimous

Due diligence on candidates for the AGM 2023 Board election

Board members discussed what should be done on due diligence of candidates for the forthcoming elections.

Board members felt that it was appropriate to ask candidates who are standing for elections to undergo a voluntary due diligence assessment by the specialized due diligence firm and for the results to be shared with the community through a “pass” or “fail” mark.

The Chair explained that a Red Flags Review by Kroll could be initiated and concluded by the 26th.

The Chair asked Dr Joshua Chircop from Mamo TCV Advocates about whether this creates any legal issues for the school or is in breach of GDPR regulations. Dr Chircop explained that the due diligence review can be made with basic information already available to the community and this makes it legally more straightforward. He agreed with using an international company which has international reputé, especially in view of the international diversity of the board.

He also proposed that it is appropriate to invite candidates to part-take in the due diligence. He stressed that the Board has every right to conduct due diligence of candidates especially if they inform the candidates ahead of time.

The Chair invited the Board to vote on inviting current candidates who are running for the position of Parent Directors on the Board during the forthcoming election to undergo a voluntary Red Flags Review by Kroll and to have findings shared with the community in the form of a “pass” or “fail” mark. The Chair would then invite candidates to join the due diligence process.

Proposed: TCA

Seconded: ASA

Vote: Unanimous

5. Discussion Items

5.1 Update on VPSO

NBO explained that the VPSO is now up and running with Edward Reed as Chair. He will be making a presentation about the VPSO during the AGM.

5.2 Anti-bullying survey

DMI explained that a survey was sent to students from Grade 2 and upwards with the results coming back predominantly positive. DMI said we are seeing an increase in cyber hate speech and conflicts. However, this is something other schools are experiencing as well and not limited to Malta. It's not unique to our school. DMI highlighted some further results from the survey and the positive feedback that was received.

The Chair asked the floor for any questions or comments:

Board members asked if the survey will be repeated.

DMI didn't want to commit to this as he wants to look at existing ways it can be monitored. Board members stressed that it is an important issues that should be monitored regularly.

BBR asked if the students know who to refer to if there is a case on bullying. DMI said yes - there is a consistent message that is repeated and goes out to students telling them who they can speak to and keeping open the channels of communication.

5.3 Board self-evaluation discussion

The Chair summarised the Board self-evaluation report. Board members agreed that the report should be shared with the incoming Board in April 2023.

6. Consent Agenda

None

7. Information Items

7.1 Committee Reports

- **Executive Committee (Chair)**

The EXCO has been working on:

1. recruiting a new VIS Board Chair
2. Internal support to the LT on an internal issue

- **Governance Committee (MWH)**

MWH said that the Governance Committee is preparing for an AGM resolution meeting on the 27th March where the last tranche of amendments to the statutes will be discussed before the motions will be voted on during the AGM.

- **Finance Committee (BBR)**

BBR explained that the management accounts have been sent. We have an increase in funds due to the school fee increase and more students. We are reinforcing the no cash policy for any paid fees to the schools. There is an ongoing review of the finance procedures and policies.

BBR informed the Board the Audit has been passed and uploaded over the weekend.

- **Facilities Task Force (DSH)**

DSH explained that:

1. Site update - overhead cable issue which has been stopping the build by 5- 6 weeks
2. Middle School windows and doors being painted

3. Time lapse cameras being installed at the site to have an historic record of the process

- **GDPR**

Nothing to report

- **HR Task force**

Nothing to report

8. Other Matters

Action points:

- School Committees to review MSA Survey as per their remit by end of April.
- Branding / Advancement discussion to be added to the Board's April 2021 agenda.
- Motions tabled for the AGM by a member of the community to be discussed by the new Board in April 2023 in line with the Board's mandate on policy issues.
- Governance Committee to prepare policy proposals for the new Board in April 2023 on: (a) review and due diligence of motions submitted for AGM vote; and (b) mandatory due diligence for future Parent candidates to the Board of Directors.
- Chair to invite this year's Parent candidates to the Board of Directors to undergo due diligence by Kroll.
- The Board self-evaluation report to be shared with the incoming Board in April 2023.

Meeting end: 18:25