



Lycée Français International Denis Diderot

Année scolaire 2023-2024

Compte Rendu **CONSEIL D'ADMINISTRATION – Minutes Board of Directors' meeting**

MARDI 30 JANVIER 2024 / TUESDAY 30 JANUARY 2024

NAME OF PARTICIPANTS	FUNCTION	Pres.	Exc.	Abs.
Arnaud SUQUET	French Ambassador		X	
Denis SAINTE-MARIE Représenté par Mathieu GUÉRIN	Cooperation and cultural action Advisor (COCAC)	X		
Jean-Baka DOMELEVO ENTFELLNER	Consular Advisor for French abroad			X
Bruno MARIS	Principal	X		
Laura MARLIERE	Administrative and Finance Director		X	
Malika OUREYA-MEYER	Deputy to the Administrative and Finance Director	X		
Claire KARADI	Director of the Elementary level	X		
Christelle ADJAGBA	Representative of the Administrative staff	X		
Frédéric GRAZIANA	Representative of the Secondary teachers			X
Mildred N PITA	President of the board/Head of HR Committee		X Proxy AS	
Emilie GASC	Vice-President/Head of Canteen/Hygiene Comm.	X		
Armando M SIROLLA	Treasurer/Head of Finance Committee	X		
Josie WANG	Secretary/Head of Communication Committee		X Proxy AS	
Carlos SHYIRAMBERE	Vice-treasurer/Finance and Maintenance & Security committees	X 1hour	Proxy EO	
Esryne ONGOMA	Board member /Human Resources Committee	X		
Ebby GATAMU	Board member / Communication committee	X		
Judy KAGURE	Board member /Head of Maintenance & Security committee	X 1 hour	Proxy DM	
Nassira BAUCHAMP	Board member/ Canteen/Hygiene and Maintenance & Security committees		X Proxy EO	
Rebecca GRANATO	Board member /Finance and Human Resources committees	X		
Dickson MIGIRO	Board member /Communication and Maintenance & Security committees	X		
Marie-Noëlle SENYANA-M	Task Officer for Parents Association (APE)	X		
Invitees / Other participants:	Public version to be disseminated to all staff and parents through the website			

Annexes : Notes d'aide à la décision

AGENDA

1. Quorum CG – Approval of minutes of the “Special Budget” BoD of 10/11/2023
 2. Words from French Embassy
 3. Pedagogic highlights
 4. Question from a parent about a harassment case
 5. Financial situation – Finance Committee
Cashflow situation /HR costs /Payment Plan AEFE /Outstanding Fees /Credit card /School fees in foreign currencies:
- VOTES

6. Discussion on a proposal on governance framework from the board
7. Human Ressources Committee: Updates/Actualités – Survey on back to school day recruitments / work permits travail / Trial period/ Moves to CDD2 and CDI / Redeployment of an AED / Salaries increment / VOTES
8. Hygiene/Canteen Committee: Updates
9. Maintenance & Security Committee: Updates
10. Communication Committee: Updates

AoB:

NEXT BOARD OF DIRECTORS MEETING: WEDNESDAY 27 MARCH 2024: 8.15-10.15am

The meeting began at 08:25. The Vice-President of the APE welcomed everyone and announced that one of the members of the Management Committee had resigned following his unanticipated return to France. The Management Committee now had 11 members. The Chairman of the meeting established the quorum.

1. **The quorum** was reached with 7 members of the Management Committee present in the room, including the Vice-Chairman and the Treasurer. 3 members excused, having given their proxies: Mildred PITA and Josie WANG to Armando M SIROLLA/ Nassira BAUCHAMP to Esryne ONGOMA. 2 members could only stay for one hour and gave their proxies: Carlos SHYIRAMBERE to Esryne ONGOMA and Judy KAGURE to Dickson MUGIRO in the event that they were no longer present for the votes. 1 member was absent.

The total votes will be counted on 10 votes out of 11.

The minutes of the last ordinary meeting of the Board of Directors held on 29/11/2023 were approved by 10 votes out of 10.

The Chairman gave the floor to the representative of the French Embassy.

It should be noted that one member of the Board arrived after the quorum had been reached and the vote approving the minutes had been taken. Future votes will therefore be counted on 11 votes.

1. **Message from the Embassy:** Mr Mathieu GUERIN, COCAC deputy represents Mr Denis SAINTE MARIE.

He began by wishing all the members of the Board of Directors the very best for the New Year. He pointed out that the LFDD had reached a record number of students (almost 700), but that the situation of the Kenyan shilling was deteriorating further, and that the school had to find solutions to deal with this, bearing in mind that the debts contracted by the school were to be repaid mainly in euros.

On the other hand, the school is facing two requests from staff: to increase salaries and to speed up the process of obtaining/renewing work permits, both for local staff and for seconded staff. The Embassy is monitoring this situation very closely.

2024 is a busy year in terms of events, with the Olympic Games in Paris between June and September and the Francophonie Summit in October.

2. Pedagogic highlights

First of all, a comment on the number of pupils at the start of the new school year in January 2024, with the arrival of 11 new pupils for a total of almost 700 pupils, which in the current state of our infrastructure is close to our maximum capacity, particularly at elementary level.

Effectifs / Numbers

Classe	Nombre	Effectif total	Effectif par classe
TPS/PS	25	25	25
GS	23	23	23
TOTAL MATERNELLE		48	

Classe	Nombre	Effectif total	Effectif par classe
CP	25	25	25
CE1	25	25	25
CE2	25	25	25
CE3	25	25	25
CE4	25	25	25
CE5	25	25	25
CM1	25	25	25
CM2	25	25	25
CM3	25	25	25
TOTAL PRIMAIRE		225	

In elementary, the TPS/PS level will reach its maximum with 25 pupils. In GS there is a little room but in CP with 2 classes of 25 and 1 double-level class of 23, the maximum is reached.

The events that took place in January are all posted on the website.

Aspects pédagogiques / Pedagogical aspects



Aspects pédagogiques / Pedagogical aspects



Upcoming events include several school outings in February, the ascent of Mount Kenya and the MUN conference for secondary school pupils, as well as the Carnival on 16 February, just before the holidays.

Also coming up, 3 English teachers will be going on a training course in Johannesburg.

As far as the DNA exchange is concerned, 8 pupils from the school have been accepted and the exchange starts next week and will run until June: 6-7 weeks for each pupil in each of the two countries.

News from other committees:

Communication Committee:

The alumni association (Alumnis) is in the process of being set up. This would be an important network for fundraising, but also an important driver for parents, who would see how far LFIDD alumni have come in life. A list of 9 people who have expressed an interest in participating in the alumni network has been shared. We are working with an alumni who wants to use LinkedIn, Facebook and other networks to collect alumni data on behalf of the school. We need him to sign a confidentiality and non-disclosure agreement to ensure that the information collected will only be used for alumni networking purposes. A Google form is created and alumni simply fill it in. In addition, we can sell **branded merchandise** products from the school to alumni. We need to coordinate with PUNDAKTIV on this.

Maintenance Committee:

Water situation of the school: the school is not connected to the grid. A lot of water operators in Nairobi who decide who will access water and who won't. However, there is a Nairobi Water Council managed by a

board of directors and the school will establish a contact with one of the directors by next week. This director can then request from the officers to connect the school.

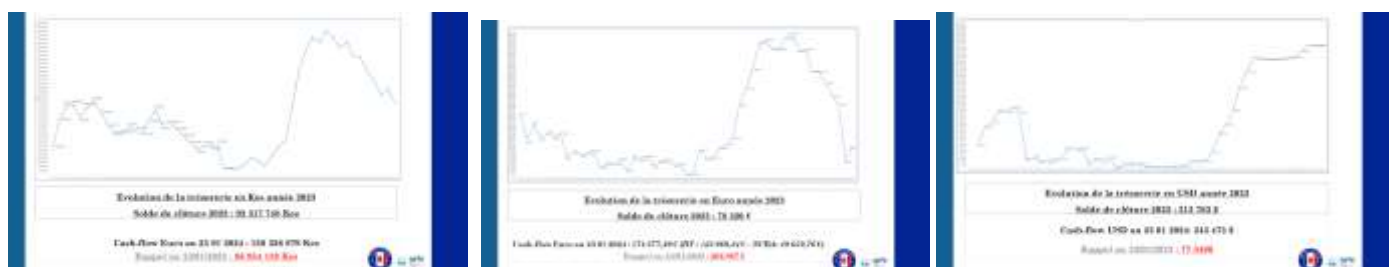
4. Question from a parent about a case of harassment

The school has received a complaint from a mother accusing the management and school life of harassing her daughter with regard to her dress. She asked that a member of the Management Committee be present at the meeting tomorrow morning, 31 January (the time would be confirmed) / Esryne would represent the Board.

5. Financial Situation

The Deputy DAF highlights the financial situation at the end of year 2023.

5.1. Cashflow situation

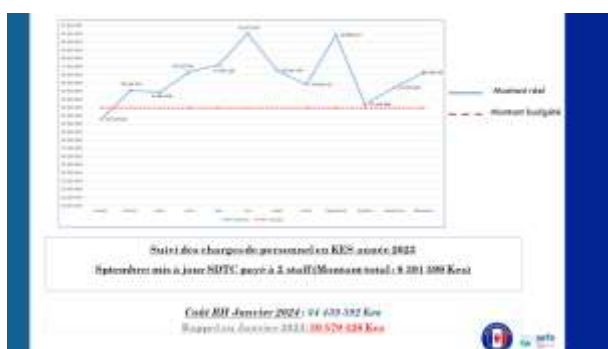


The rising curve shows that the situation is improving.

The balance in Kes at the end of last year was Kes 92,317,748 and the **cash position at 23 January 2024 was Kes 150,356,979** (in January 2023: Kes 86.9 million).

The balance in Euros at the end of last year was €78,320 and the **cash position at 23 January 2024 is €174,377** (in January 2023: €202,867).

The balance in USD at the end of last year was USD 213,763 and the **cash position at 23 January 2024 is USD 243,473** (in January 2023: USD 77,349)



The costs of our budget line allocated to Human Resources were updated in September, after the payment in full settlement for 2 staff who left: (6,391,599 kes). At present, and since October 2023, we are above the budget line provided for in the 2023 budget, since we are currently at a monthly amount of Kes 36,288,608 instead of the budgeted Kes 32 million.

The HR cost in January 2024 is Kes 36 million (compared with Kes 30 million in January 2023).

It should be noted that teachers are paid on the basis of their actual working time from October and November, when their HSA and HSE are updated, hence the difference with September. Since September 2023, the school has welcomed 680 pupils. There are 3 additional divisions in the secondary, which corresponds to 4 additional posts in terms of hours. In addition, in SES, we have a teacher on a local contract, whereas this post is for a seconded teacher.

The table will be updated with the 2024 budget for the next Board meeting.

5.2. Outstanding school fee

RECouvreMENT DES SCHOOL FEES 2022-2023 au 24/01/2024				
Période due	Facturation	Encaissement	Impayés	%
Trim 1 Sept - Déc	(256,22 MKes)	(343,66 MKes)	(12,56 MKes)	(98%)
- Frais scolaires	- 311,6	- 304,76	- 6,83	- 98%
- Cantine	- 23,56	- 21,75	- 1,80	- 92%
- AES	- 21,06	+ 17,12	- 3,94	- 81%
Trim 2 Jan - Mars	(277,87 MKes)	(194,06 MKes)	(83,81 MKes)	(70%)
- Frais scolaires	- 260,42	- 184,15	- 76,26	- 70%
- Cantine	- 17,45	- 9,91	- 7,54	- 56%
Trim 3 Avril - Juin	(248,30 MKes)	(71,46 MKes)	(177,47 MKes)	(31%)
- Frais scolaires	- 229,93	71,46	157,49	31%
- Cantine	- 17,45			

Taux de recouvrement :
 Trim 1 : 98% Trim 2 : 70% Trim 3 : 31%

As at 24/01/2024 :

Collection rate for term 1: 98% for school fees, 92% for canteen fees and 81% for AES, which are billed annually.

For quarter 2: 70% for school fees and 56% for canteen fees. In all, 83 million outstanding payments, including 76 million for school fees.

For quarter 3, only annual payments are taken into account for an amount of 71.46 million (31%), as the quarterly invoices were not sent.

5.3. 2021 AEFÉ Debt and 2023 AEFÉ returns

RECAPITULATIF DE LA DETTE AEFÉ PLAN DE PAIEMENT 2024 (Kes)												
Libellé	Montant	Jan	Fév	Mars	Avr	Mai	Juin	Juil	Août	Sept	Oct	Nov
Participative 2021	241 391	22 000	22 000	22 000	22 000	22 000	22 000	22 000	22 000	22 000	22 000	22 000
Participative 2022	114 221	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000
Participative 2024 Bénéficiaires	1 142 000	140 000	140 000	140 000	140 000	140 000	140 000	140 000	140 000	140 000	140 000	140 000
TOTAL	1 497 612	222 000	222 000	222 000	222 000	222 000	222 000	222 000	222 000	222 000	222 000	222 000

PROJECTION RACHAT D'EUROS À PARTIR DE MONTANTS EN Kes												
Libellé	Jan	Fév	Mars	Avr	Mai	Juin	Juil	Août	Sept	Oct	Nov	Déc
Act. n° 6	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000
Total à négocier avec l'AFEF	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000	66 666 000

The Lycée has the same level of debt as when we arrived: 750,000 Euros for 2023 plus the balance for 2021. We would like to thank the AEFÉ for accepting the debt repayment plan submitted to the Board for approval today.

The repayment plan varies according to cash flow forecasts and corresponds to a monthly amount of 177,000 Euros for 12 months. This is a financial effort comparable to that agreed for the repayment of KRA debts, except that these amounts are in foreign currency (Euros).

We are talking about tuition fees voted in December 2022, which concern the 2023-2024 school year and which will run until June 2024. The budget voted in December 2023 with the new tuition fees will only be effective for one term of the 2024-2025 school year (the last term of 2024).

Deputy COCAC: a very ambitious repayment plan in Euros, whereas the majority of income is received in Kes. Given the devaluation of the kes, it is in the Lycée's interest to repay this debt as quickly as possible.

The table of monthly forecasts for the repurchase of Euros from amounts in Kes is spread over the whole year (except for the 3 months in summer: June-August), as the cash position is very low.

COCAC: Part of the Kenyan Eurobond could be refinanced by the World Bank and/or the IMF, which should lead to a rise in the Kes. It would be advisable to take advantage of this rise in the national currency to buy euros. The LFDD should remain in contact with the embassy to monitor changes in the kes.

The table of monthly forecasts for the repurchase of Euros from amounts in Kes is spread over the whole year (except for the 3 months in summer: June-August), because the level of cash flow is very low. The table of monthly forecasts for the repurchase of Euros from amounts in Kes is spread over the whole year (except for the 3 months in summer: June-August), because the level of cash flow is very low.

The Treasurer highlighted three points:

1) As soon as we have cash, we must pay the AEFÉ.

2) We need to be quick to exchange kes for Euros when they are at their highest after the World Bank has bought the shares.

3) He points out that 12 months of debt repayment is a very ambitious plan: is it realistic? Should we renegotiate?

The Principal reminds us that if we want to obtain a PGE (State Guaranteed Loan) to implement the "Vision 2030" strategic plan, we must have repaid all our debts. This will not be possible before 2025.

How are school fees set for 2024-2025?

Re-enrolment starts on 15 March, so we need to be ready to make an announcement to the school community before or at the latest by the end of March.

We need to hold a Special Board Meeting with a single topic: the pricing of school fees in USD/Euro and Kes currencies, on 12/03, followed by an Extraordinary General Meeting 3 weeks later to present the new school fees in USD/Euro and Kes, but perhaps after the week of the AEFÉ governance seminar.

Deputy COCAC: Kenya will probably soon be put on the grey list of the FATF (Financial Action Task Force), which fights money laundering. One of the consequences of this is that it will be much harder to make transfers to and from Europe, because you will have to prove that the money does not come from money laundering.

This will not be the case for Banque Transatlantique. We will therefore have to stop using our foreign currency bank accounts in Kenya and only use Banque Transatlantique, with the account in Euros and think about opening a USD account.

VOTE:

1. The AEFÉ's 2021 and 2023 debt payment plan was approved by 11 votes out of 11.

2. With regard to the Euro/USD and Kes credit card on the NCBA account, the Board recommended that the vote be postponed and asked the CFO/Deputy CFO to draw up a note to assist in the decision for a later vote, either by electronic vote or at the next Board meeting, with explanations and the definition of limits.

6. Discussion on the proposed governance framework sent by the Management Committee

The Management Committee (MC) met several times before and after Christmas **to discuss a new governance framework, which should align with the registration of the new company limited by guarantee.**

The board expressed concern that, under the current governance framework, the GC is a management body of the school and this is problematic, not least because of the limitations in terms of availability of Board members and resources.

The proposal is therefore to move from a Management Committee to a Board of Governors with greater delegation of power to the management team. This will bring it into line with the legal status of the new CLG company. This proposal will also be considered in the next agreement that the school will sign with the AEFÉ before the end of the school year.

The Board of Directors will focus more on high-level policy and strategic objectives and general oversight of the school, while the management will be involved in the day-to-day operational management of the school.

In terms of accountability: the Board remains accountable to the shareholders (parents-GMs) and should be involved in major decisions (budget, long-term strategic decisions) but it is up to the management team to implement them.

The Board has legal obligations but would like to delegate more power, responsibility and accountability to the management team.

In terms of strategic direction, the Board would like to move away from being involved in day-to-day activities to setting objectives, allocating a budget and defining key performance indicators (KPIs).

The Board recommends more regular management meetings involving all departments.

- **The post of Head of Human Resources is very strategic**, as 70% of the budget is spent on staff. This position should report directly to the school director. For the time being, we see only constraints linked to this dual supervisory relationship.

- **The future role of the Task Officer** will become very strategic (in the eyes of the Board of Directors) We need to think about strengthening this role in the future.

- Currently, there is no **internal control**, no internal auditor. The Board of Directors is proposing to create the position of Internal Auditor, who would report to the Board of Directors.

- If this governance framework is accepted, the Board would like to be involved, at least in validating the choice of management positions recruited by the AEFÉ.

- A discussion needs to be held on the post of Human Resources Manager. At present, the Human Resources Manager does not even seem to be empowered to carry out her duties. Should she sit in on our meetings / be present when we discuss human resources issues?

NEXT STEP:

On the basis of this framework, and given the management team's desire for greater accountability, **the Board is asking the management team to draw up a proposal/concept note by the end of March.**

We can also use the March conference to discuss this new framework.

Are there any reactions from the management team?

The Principal pointed out that the memo had been sent out late yesterday afternoon, so there had not been enough time for in-depth feedback.

However, he felt that it was really important because the management team wanted to be more effective and efficient. He can give many examples where important decisions have not been taken and the management team has been delayed in implementing them.

Deputy COCAC notes that in this framework, the role of the headmaster is very similar to that of a CEO, and normally a CEO reports directly to the board and can be dismissed by the board, which is not the case in our current situation.

This framework needs to be shared with our tax lawyers to ensure compliance with the new CLG Articles of Association.

It can also be shared at the AEFÉ seminar on governance in March.

This is an initial concept: the aim is to make it more operational by the end of March.

7. Human Resources Committee

The back-to-school survey is still in progress. There are currently 10 vacant or potentially vacant positions.

The Deputy CFO presented the various HR issues:

1. Temporary position for a Junior IT:

This position is intended to cover the absence of the IT Assistant, who is currently on sick leave following an accident.

The recommendation of the HR Committee is to hire a Junior IT for 2 months, which could be extended to 3 months if necessary, pending the return to work of the IT Assistant.

2. Work permits situation:

Immigration has stopped issuing permits, as the school appears not to be in good standing with KRA, even though all outstanding payments have been settled since the end of June 2023.

At the same time, the process of transferring the school to the new CLG status is underway and the school still appears to have no legal status. After discussions with our tax lawyers, they presented us with a proposal to regularise the status of the new company CLG (Lycee International Denis Diderot Limited). This proposal was rejected because it was too high and the work involved filing tax returns online for CLG (currently an empty shell with no income).

This work was carried out by the accountants, who filled in the missing declarations for the years 2021 and 2022 and managed to negotiate with KRA so as not to pay any penalties.

Following this, the situation is beginning to unblock and temporary permits have been received pending the issue of definitive work permits.

The question arises as to the efficiency of the agency that we subcontract to process work permit applications with immigration.

We need to find a company or an individual that is more efficient than the current one and less expensive.

3. Salaries' increment:

This is a subject that the DAF Laura will be working on as soon as she returns, and which will include an overhaul of the salary scale and budgetary considerations, before considering any kind of salary increase. It remains to be seen what can be done while respecting our payment plan with the AEFÉ.

We should also consider subsidies for staff tuition fees: this proposal should be put forward as a matter of urgency before the April-May recruitment period, as it would increase the attractiveness of the school.

- 4. Benchmarking survey related to HR by BLOOME company:** The final report also includes a new pay scale. The report will be shared and a **presentation meeting organized on 7 February**. All Board members are invited to attend.

A member of the board said that he had received a number of complaints from staff, particularly about the progression from one job to another. For example, how an Education Assistant can become a teacher. Without information on this subject, staff become demotivated, which shows and can give a bad impression of the school to parents, who are in constant contact with them.

We can think of other strategies to help staff:

1. for example, in Niger, the school has set up a **fund to help staff pay their children's school fees** (even for children enrolled in schools other than the French school).

- 2. Examine the lowest salaries:** Note that they received increases of 15% last year.

- 3. Subsidies for staff with children at LFDD:** Only 10% of staff have their children here and AEFÉ secondees (50% of teachers) receive allowances. This will not solve the problem of other staff. **Why not set up a fund for Kenyan staff for Kenyan schools?**

Development of a new salary scale: The principal points out that a new salary scale is a lengthy process that must involve the staff.

On the agenda for the next HR Committee meeting:

- **Setting up a working group on the new salary scale, including staff.**
- **Proposal for subsidies to cover school fees for staff children (at LFDD and outside LFDD).**
- **Internal progression/promotion strategy for staff**

VOTES: The HR Committee recommends:

- Validation of the trial period for one FLE teacher
- A 2nd fixed-term contract for 2 primary teachers until the end of the 2023-2024 school year
- A permanent contract for one FLE/UPE2A teacher.

The Board approved the HR Committee's recommendations for these 4 staffs by 11 votes out of 11.

The HR Committee recommends:

- The immediate recruitment of a junior IT for a maximum period of 2 to 3 months and a maximum remuneration of 40,000 kshs.

The Board of Directors approves the temporary recruitment of a junior IT by 11 votes out of 11.

The HR Committee recommends:

- The reclassification of one administrative staff from F5 to G5 with retroactive effect to January 2024.

Headmaster's comments: For this, we need to determine the future position on the salary scale.

For the time being, the HR Commission has followed the recommendation made by the CFO in June 2023 to position this function on the G scale, like several administrative staff.

The Board of Directors approved the HR Committee's recommendation to reclassify one staff from F5 to G5 as of January 2024, by 7 votes in favour, 3 votes against and 1 abstention out of 11 votes.

The HR Committee recommends:

- The redeployment of one Education Assistant to administrative duties for a period of three months on the basis of the occupational physician's report.

The Board of Directors approved the HR Committee's recommendation by 8 votes in favour and 3 abstentions, out of 11.

AoB:

1. A theft was committed yesterday (29/01) at the IT office and printer cartridges were stolen. The value of the stolen items is currently being assessed and the facts are to be reported to the police.
2. The audit reports for 2019, 2020 and 2021 are not available. The Board of Directors recommends that these audit reports be finalised as a matter of urgency.
3. The Director of the AEFÉ will be present at the Governance Conference on 22 and 23 March, which will bring together 28 AEFÉ schools in the Southern Africa and Indian Ocean regions. Head of Sector Arnaud REIGNER will be there from 19 March. He will visit the school and meet the management and board before the conference. We can plan an evening with him before the conference on 19 or 20 March.
4. Reminder: Next Strategic Plan Meeting Friday 9 February, 8.15am-12.00pm

The meeting ended at 10.35am