



Minutes of the Open Session of the BMIS Virtual Board Meeting

Held on 5th May 2020 at 6.30pm

Present

G. Bizzaro	GB	Chairman
S. Stapleton	SS	V. Chair
G. Cornella	GC	Board Member
M. Nambiar	MN	Board Member
M. Pickard	MP	Board Member
A. Chitulu	AC	Board Member
K. Bosscher	KB	Board Member
E. Moyo	EM	Board Member
A. Mulemba	AM	Board Member
N. Bishop	NB	Director
E. Engel	EE	Primary Head
O. Williams	OW	Secondary Head
W. Horea	WH	Business Manager
A. Herselman	AH	PTA
C. Almeida	CA	PTA

Time	Agenda Item	Minutes
6.45 (1)	Welcome	GB welcomed all present.
6.46 (3)	Approval of Agenda	The following Agenda was presented and adopted: <ul style="list-style-type: none"> • Court injunction • Surveys from parents and teachers • Cashflows
6.49 (2)	Approval of the Minutes of the previous meeting	Because Board members had not read the minutes of the 28 th April meeting, GC suggested that they try to do that over the next couple of days and send any comments to Chikondi.
6.51 (42)	Court Injunction	NB reported that soon after receiving the cover note, which wrongly referred to the online learning as “onsite learning”, the school received the pack of official documents but this physical copy had been corrected and it referred to “online learning.” He said the school will therefore be looking to the school’s lawyers to see if we can get some way to overturn the injunction or

		<p>depending on what the Board discusses and decides during the meeting, take it in a different direction.</p> <p>GB noted that owing to the injunction, the school will have to put all the children back online. GB said he was extremely disappointed with the injunction and felt that parents had placed an injunction against themselves being the owners of the school. He further noted that it was important that the Board does not buckle under the pressure of the injunction as doing that would set a bad precedent for the future.</p> <p>NB explained that since the lawyers are now handling the issue, all the Board can do for now is wait a day or two until the lawyers have had a look and come up with their opinion. The school can provide the lawyers some information to contest the points that have been raised. He further said that in the meantime, it was not really a problem from the school's perspective to keep the online platform open for those parents. He noted that It is better to get a legal opinion before taking any action and see if there is anything that the lawyers can suggest that might help us in this situation.</p>
7.33 (15)	Letter to Parents	<p>The Board agreed that a brief and concise letter be sent to parents soon after the meeting acknowledging receipt of the court injunction and that as a consequence, no child will be disconnected from the online learning when school fees have not been paid. The letter would also include the following points:</p> <ul style="list-style-type: none"> ● The school cannot afford a general discount ● Parents who are finding themselves in the unfortunate position of struggling to meet fees for the rest of this academic year are encouraged to write an appeal to the Board, outlining the circumstances and request for consideration. Appeals need to be submitted by 12 noon 11th May. ● If the school loses significant school fees this year there may not be a school for parents to opt into in the future. <p>The letter will also reiterate the fact that the school is doing its best to ensure that the students continue with their learning without any disruptions and that the Board is working hard to try to find solutions to this complex problem.</p>
7.48 (17)	Reaching out to Parents	<p>The Board agreed that it was worthwhile to try and reach out to the parents who took an injunction against the school through some form of discussion. The purpose of this would be to listen to them and to explain the position of the school while making it very clear to them that the Board is not negotiating. NB will reach out to the lawyers to get their opinion on whether they think the Board should just directly engage with some representatives of the group and then try to establish a form of meeting to discuss the issues and perhaps get an idea of the magnitude of what it is actually they are looking for so that the school can move forward with the matter.</p>

		<p>staff are, not less valuable but less essential because leaving it too long may end up putting the school in a situation where it has to pay for three months of notice where there is not enough student numbers to support it. He said it may well be that the school looks at the staff that have not yet come in or try and look at the non-core subjects vs the core subjects. NB said that three teachers, Yvonne Garside, Brian and Cheryl Thom had already approached him so say that they would not be coming back for August due to health-related reasons either pertaining to their spouse or indeed themselves. Over the next couple of weeks NB and his leadership team will be looking at another 6 or 7 to see where reductions can be made.</p> <p>NB will need to have some conversations with Owen and Eloise and Chikondi and Willy in terms of how to balance the needs. Those teachers that are not it yet may be prioritised unless they hold a critical position within the school. NB suggested that we try to get a figure of 58 in about a week's time and then start notifying people.</p> <p>NB said he had also taken the opportunity and used the surveys, although the Board did not ask for this information, to see how people would feel about having their salaries reduced by a certain percentage. The survey results showed that May less so but June and July there are certain percentages that staff would forego. However, he noted that if we go down the route of imposing a cut on staff salaries, there is always the potential that there may be further litigation for a breach of contract. After a long discussion on the matter the Board agreed that in order to avoid litigation for breach of contract with the teachers, the way forward would be to look at student numbers and make a rational choice against teacher numbers and freeze salaries for next year for both teachers and admin staff.</p>
8.46 (5)	School Fees for Next Year	<p>The Board agreed that in the letters going out to parents there should not be any specific references to school fees for next year. It was noted that the principle is not to increase fees for next year but because of the uncertainties with student numbers for next year it is better that this is not addressed in a letter at this point as decisions could change due to circumstances that may come up in the near future.</p>
8.51 (16)	Cashflows	<p>GC reported that when he looked at the finances for the rest of this school year, he was quite surprised about the cash level that that the school has because while it projects a very good picture he had a hard time believing the projected cash level of \$1.4m at the end of July. The original assumptions on payments that were used, and what was shown as the actuals for March, and the current for April, were slightly above what was projected. He noted that even if the school gets to the level that is hoped for in May, by his calculation it is still 380,000 short. To get to the reported results, there would be need to have identified cash savings of roughly \$1.8m.</p> <p>WH explained that the plan is to defer payment of tax, gratuities, and flights until August. GC asked WH to separate the table between what has just been deferred and what has actually been saved so that it clearly shows exact amount of cash saved.</p>

		<p>Regarding the outflows, WH explained that internet was not included as there is a plan to temporarily suspend it in July and the dongles that were issued to teachers would suffice. WH was also asked to put an additional column after the total, to show what was only deferred.</p> <p>Responding to a question about the large increase in rentals in July from the level of May, WH explained that the school pays quarterly rentals at different intervals depending on when the different leases commenced. In July payment is made to Regency apartments where the school is renting a number of apartments. This further means that depending on the lease the school could be paying for two houses in June, and perhaps 4 in July but on three months intervals. These payments are for different houses and to different landlords. Lease agreements are taken out at different times of the year hence rental payments are also due at different times of the year.</p> <p>Explaining why less students were invoiced in April compared to the total enrolment, WH explained that there are some families who, because they have not technically withdrawn their children but they know they cannot pay the fees, the children are not taking up seats that are demanded by a waitlist so the fees have been suspended until the arrears have been met. This is why the invoiced number at this time is lower than the student enrolment number.</p>
9.07 (8)	<p>Any Other Business</p> <ul style="list-style-type: none"> • Contingency for a later opening of school • AGM and Board Elections 	<p>SS suggested that the Board thinks more seriously than it has about the issue of the opening day in August because there is a real possibility that Malawi will not see a peak until July or August. He added that there is need therefore to think about contingencies for a later opening like September, for example.</p> <p>GC suggested that the issue of the AGM and Board Elections be added to the agenda list for the next board meeting. He said since four people are stepping down, there is need to discuss the process for replacing them.</p>
9.15	Date of next meeting	<p>There being no other business, the meeting closed at 9.15 pm. The date for the next Board meeting will be announced via email.</p>

Signed:.....

Date:.....