

December 2023 Board Meeting

Date: Monday 11th December 2023 from 19h to 23h50

Location: Teachers' Canteen Woluwe & Online (ZOOM)

Present in situ: Célia ALVES RODRIGUES – Alexander CORNFORD – Andrew Janis FOLKMANIS – Pim GESQUIERE – Andrea GRGIĆ – Albert RÄDLER – Ulrike STOROST – Monika SZULYOSZKY – Francesca TUDINI

ZOOM: Eleonora APPONI-BATTINI – Vincent CATOT – Maija KNUTTI – Nicolas LACROIX (left at 20h) – Bettina SCHMIDBAUER-MOGENSEN – Alberto TOSO – David ZELINGER

Absent: Peter EDLIND – Catarina DUARTE GOMES – Ursula HÖNICH – Elita PETRAITIENĖ – Christian VISANI

Others: Anja GALLE – Erwin VAN DIJCK – Julien DANAN – Sophie TUYTTENS (Commissioner) – Clémence EUGENE

Agenda Points

1. Approval of the agenda

A suggestion is made to remove some votes from the agenda, as some information was shared only on the day of the meeting. Requests are made to remove items “Handover to the next Board” and “Non-payment policy” from the agenda and move “Way forward regarding article 14 & article 17 of Statutes” up in the agenda.

A request is made by P. Gesquiere, suggesting postponing discussing items “Agreement on the roles and responsibilities in safety and security” and “Proposal from the Statutes WG: personal data protection policy” and organising an additional extraordinary Board meeting for the vote.

Members also raise the need to have more time to read the report of the Commissioner having received it only before the meeting. The Chair states that Ms Tuytens will do her presentation, reply to questions and concerns and if there is still substantial doubt within the Board, the approval will be postponed to an extraordinary Board meeting.

2. Approval of the report 13/11/2023

The Board discusses the report and statements made within the report. The Board does not reach a consensus. Consequently, the report is not put up for a vote and will be postponed to an extraordinary Board meeting.

Discussion Points & Votes

1. Report of the Commissioner

a. Approval of the report of the Commissioner to be presented at the AGM – Financial Report 2022-2023

Group Audit Belgium, represented by S. Tuytens, Commissaire of APEEE, goes over the report and presents the overall figures for the annual accounts of the AISBL APEEE closed on August 31st, 2023. The balance sheet amounts to 2,848,037.36 €, compared to 2,400,868.61 € for the previous financial year, and closes with a positive overall result for the financial year to be allocated of 392,936.22€ which made the object of their control following the applicable standards. The 2022-2023 financial report

presented includes the operating accounts of the association on August 31st, 2023, broken down between the 5 departments of the APEEE.

Ms Tuytens states that internal procedures, including financial procedures, need to be reviewed following the investment in new software and the creation of new roles within the APEEE. Therefore, all the people who are going to have new roles need to be recorded within internal procedures.

A member asks if financial procedures should be available to Board members. The Financial manager confirms that the document is shared with all members as soon as they join the Board. The document is called "Delegation of Authority".

A suggestion is that the staff who follow day-to-day operations and who are employed by the APEEE prepare detailed procedures. The Director takes the floor and confirms the service managers are currently working on the documents, and that some are available.

The Board supports the proposal to have a more comprehensive financial procedures. They have not sufficiently formalised procedures. Ms Tuytens takes the floor and states, the procedures take time to draft and are a long-run project. However, if the APEEE were to request help, external companies could support the association.

Ms Tuytens also confirms that the Auditor Group has made recommendations:

1. Firstly, the Delegation of Authority is a good base but recommends going further considering the major changes in the software used by the Association (operational and accounting) and shares that the written internal procedures for all cycles will have to be updated
2. Secondly, the alignment between operational software and accounting software
3. Thirdly, regarding the update of the APEEE Statutes
4. Fourthly, to approve the financial report once the audit is finalised

Following Ms Tuytens's presentation and the receipt of the documents later than expected, some members have requested more time before proceeding to a vote.

The Chair informs a Doodle will be sent out to the board to schedule an extraordinary Board meeting later this week.

Action Point: A Doodle is to be sent out to the Board.

2. Annual General Meeting 11/01/2024

a. Resolutions

i. Approval of allocation of reserves

The Treasurer, A. Rädler, takes the floor to introduce his suggestions to redraft two resolutions to be presented at the AGM.

The first is to remove the last sentence of the current draft resolution i.e. *"This allocation of funds will be applied to the preceding and following budgetary years"*, as such language does not add value.

The redrafted resolution reads: *"The GENERAL MEETING decides that the results will be allocated to the fund of the five corresponding departments"*

Members discuss what has been done in the past with the reserves. It was stated that *"will be applied to the preceding [...] years"* has been approved at the previous annual general meeting and the question was asked if this was done. APEEE staff confirmed that in previous year the reserve was always allocated to the fund of the five corresponding years, with the exception of the COVID years.

However, the non-allocation of the results to the five corresponding departments during the COVID years has not been reserved. The Board asks if the Finance Manager can investigate what has been done in the previous years after having split the preceding years.

Action Point: Erwin Van Dijck to verify if the allocation of funds of the preceding years can be allocated to the five corresponding departments.

The Board agrees that the sentence can be dropped from the resolution.

The second, is to adapt the contribution fee and amount allotted to the Social Fund for the school year 2024/25. Given the reserves of more than 110.000 € and the chronic excess of the Social Fund each year, it is suggested to reduce the contribution to the Social Fund to 1 €.

The Treasurer states that the budget of *Affaires Générales* will most likely be negative if only 46 € is maintained as a contribution fee to it, explaining that this is due to salary indexations and increased costs if an additional IT staff member is to be hired. It is therefore necessary to strengthen the budget for *Affaires Générales*. Consequently, it is suggested to keep the annual contribution per family at 52 €, out of which 1 € is allotted to the Social Fund.

The result of allotted only 1 € to the Social Fund, would result, taking into account the expenses during the previous year, that expensed of the Social Fund would need to be financed by the reserves. The Board discusses and members ask if there were any previous decisions in a Board to deliberately consume the reserves for one of the 5 departments. The statement was also made that the overall reserve is currently not at the required level. Therefore it would not be prudent to intentionally consume the overall reserve.

A suggestion is made that for the future, the Social Fund budget could be used to cover services for Ukrainian students. Members agree the Social Fund could have been used for such a purpose when the question arose.

The Board discusses and a second suggestion is made to put up for a vote against the proposal made by the Treasurer, to increase the annual contribution to 57€ and keep 6€ to be allocated to the Social Fund.

The Chair invites the members to vote on one the following:

Proposal 1: *“The GENERAL MEETING sets the annual contribution per family for the financial year 2024-2025 as equal to 52 EUR, out of which 1 EUR per contribution paid is allotted to the Social Fund”* to be presented at the AGM.

Proposal 2: *“The GENERAL MEETING sets the annual contribution per family for the financial year 2024-2025 as equal to 57 EUR, out of which 6 EUR per contribution paid is allotted to the Social Fund”* to be presented at the AGM.

7 votes for proposal 1 (Eleonora Apponi-Battini, Francesca Tudini, Bettina Schmidbauer Mogensen, Albert Rädler, Maija Knutti, Monika Szulyovszky, David Zelinger) = 47% and 8 votes for proposal 2 (Pim Gesquiere, Alberto Toso, Andrew Janis Folkmanis, Alexander Cornford, Andrea Grgic, Ulrike Storost, Vincent Catot, Célia Alves Rodrigues) = 53%.

Decision: the Board approves with a 53% majority the proposal 2 to be presented at the AGM.

ii. Approval of the electoral office AGM

Maija Knutti informs that she will not run for the next board. The board expressed their gratitude for

her excellent work as the CEP&M wg coordinator.

Maija Knutti states she has thought through her decision and due to personal reasons, she will not be able to stand for the Board.

The Electoral Office currently only has 3 volunteer members, missing a fourth. The Board agrees to ask for a fourth teller, who was one of the tellers for the EGM.

Action Point: Anja Galle to ask the parent if they wish to volunteer for the Electoral Office of the AGM.

The extraordinary Board meeting will vote on the Electoral Office, with the 4 volunteer tellers.

Members take this opportunity to already ask if the secretariat can share the message that was shared with candidates to the Board last year, for members to already share with their peers.

Action Point: Anja Galle to send the text to the members.

b. Approval of the annual report

A Board member takes the floor to request last-minute modifications in different sections of the report:

1. Add a missing name to the Task force Overcrowding as a factual correction.
2. Add a sentence to the Task force Overcrowding section as a factual correction (which has been shared by email with C. Eugene).
3. A correction to the Health, Safety & Security section, with the agreement of the HSS WG coordinator.

Another Board member also requests her name to be put back in the Statutes Update working group as a factual correction.

A final sentence is also requested to be added to the Statutes Update Working Group regarding the Extraordinary General Meeting organised on the 7th December 2023. The Board votes on a three-line paragraph to add to the Statutes Working Group article. Following a lengthy discussion, a vote comparing two suggestions is put up for vote,

6 votes for Proposal 1: “received the required 2/3 majority” (Pim Gesquiere, Monika Szulyovszky, Andrea Grgic, Ulrike Storost, Vincent Catot, David Zelinger) = 60%, 4 votes for Proposal 2: “were approved except for articles 14 and 17” (Alberto Toso, Alexander Cornford, Célia Alves Rodrigues, Maija Knutti) = 40%

4 votes for abstain (Andrew Janis Folkmanis, Francesca Tudini, Eleonora Apponi-Battini, Bettina Schmidbauer Mogensen)

Decision: The Board approves proposal 1 for a redrafted sentence for the annual report.

M. Knutti, as the President of the EGM Electoral Office, states the 2/3 majority is incorrect as 1 vote required 4/5 majority. U. Storost, M. Knutti and E. Apponi-Battini will help accurately draft the paragraph.

The Board votes on the annual report (including the mentioned requests) and to present the said report to the AGM.

10 votes for yes (Pim Gesquiere, Alberto Toso, Francesca Tudini, Andrew Janis Folkmanis, Célia Alves Rodrigues, Maija Knutti, Monika Szulyovszky, Andrea Grgic, Ulrike Storost, Vincent Catot) = 100%

3 votes for abstain (Eleonora Apponi-Battini, Bettina Schmidbauer Mogensen, David Zelinger)

Decision: The Board approves the annual report to be presented at the AGM.

Andrea Grgić makes a statement for the record. *"In accordance with the lawyer's opinion of 29 November 2023, if the APEEE does not align its provision with the New Belgian Company Code by 31 December 2023 the latest, the administrative board members are jointly and personally liable for any damage endured by the organisation or third parties as a result of non compliance. Article 14 defines election and removal from the position of bureau members. Article 17 defines the nomination and the dismissal of the director. Current statutes lack any of these provisions. As a prudent and diligent person:*

- I propose that at the board meeting of 11 December 2023 the board adopts resolutions that propose for adoption to the general assembly of 11 January 2024 Articles 14 and 17, as drafted by the WG Statutes Updated.*
- I understand and remind the board that that 11 December 2023 is the last day on which such resolutions can be notified to the members of the association.*

In case this deadline is missed, the non-compliance of the APEEE statutes with the New Belgian Company Code can be prolonged infinitely, potentially creating further financial damage to the APEEE.

We have less than 3 hours (2h and 37mins) to publish the resolutions. To add to the statement as just said orally."

Célia Alves Rodrigues makes a statement for the record. *"I fully endorses Andrea Grgic statement and add that we have the moral duty to also provide the opportunity to class representatives to vote on the option of the working group. This draft has behind more than 25 hours of hard work and has been legally checked. She adds that the board members that oppose should assume the responsibility and be held accountable for this failure."*

Alberto Toso makes a statement for the record: *"In accordance with the lawyer's opinion of 29 November 2023, if the APEEE does not align its provision with the New Belgian Company Code by 31 December 2023 the latest, the administrative board members are jointly and personally liable for any damage endured by the organisation or third parties as a result of non compliance. Article 14 defines election and removal from the position of bureau members. Article 17 defines the nomination and the dismissal of the director. Current statutes lack any of these provisions. As a prudent and diligent person:*

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- I understand and remind the board that that 11 December 2023 is the last day on which such resolutions can be notified to the members of the association.*

In case this deadline is missed, the non-compliance of the APEEE statutes with the New Belgian Company Code can be prolonged infinitely, potentially creating further financial damage to the APEEE".

Alexander Cornford makes a statement for the record: *"I fully endorse Andrea Grgic's statement and add that we have the moral duty to also provide the opportunity to class representatives to vote on the option of the working group. This draft has behind more than 25 hours of hard work and has been legally checked. She adds that the Board members that oppose should assume the responsibility and be held accountable for this failure."*

P. Gesquiere also endorsed the statement for the record made by A. Grgic.

3. Evere Zoning: Status & Plans

a. Vote on public enquiry

V. Catot, Coordinator of the Task Force Overcrowding, takes the floor and introduces the Evere Zoning situation. Following multiple receipt of feedback from different stakeholders, the updated text reiterates the commitments received from the Belgian authority as part of the Board of Governors to have a permanent EEB2 Evere site and stresses that in the relevant process EEB2 is not prevented the use of the current EEB2 Evere site building until delivery of a permanent one in the PAD area. . The permit which is allocated is subject to issues, as the PAD reflects the vagueness of the Belgian authorities regarding the school.

The Board discusses and D. Zelinger takes the floor to suggest an amendment, adding three words “nursery and primary” to a sentence.

The Board votes on proposal 1 text by V. Catot and proposal 2 the text of V. Catot including the enhancement made by D. Zelinger.

9 votes for proposal 1 (Pim Gesquiere, Alberto Toso, Andrew Janis Folkmanis, Célia Alves Rodrigues, Maija Knutti, Monika Szulyovszky, Andrea Grgić, Ulrike Storost, Vincent Catot) = 69% and 4 votes for proposal 2 (Eleonora Apponi-Battini, Francesca Tadini, Bettina Schmidbauer Mogensen, David Zelinger) = 31%.

Decision: The Board approves Vincent Catot’s proposal and text.

4. Way forward regarding article 14 and article 17 of Statutes

P. Gesquiere, Coordinator of the Statutes Update working group, takes the floor and states his general preference to have a broader discussion. However, due to the short time span between the extraordinary general meeting and this board meeting, no modification has been brought to the articles proposed by the Working Group. P. Gesquiere states that the lawyer said, that if the General Assembly had not approved the Statutes by the deadline, as of 1st January 2024, in case some of the articles are not approved by the General Assembly, the Board would need to convene as early as possible a new general assembly. P. Gesquiere adds the lawyer has expressed in writing that if the Statutes are not compliant with the law, board members are liable. P. Gesquiere stated that the lawyer orally made explicit reference to article 17 and the appointment and mandate of the Director..

Monika Szulyovszky makes a statement for the records: *“I endorse Andrea Grgic’s statement and add that on 11th January, at the AGM, we should either vote on Articles 14 and 17 as drafted by the WG Statutes or on a suitable compromise (that has yet to be found).”*

Francesca Tadini makes a statement for the record: *“I prefer that we work on compromise text discussed by the board in-depth”.*

David Zelinger makes a statement for the record: *“We as the outgoing 2023 Board made every effort to have the APEEE statutes adapted to changes in the Belgian law on associations. It was for the members entitled to vote at the General assembly to endorse our proposals with a sufficient majority - or not. Most changes needed have been approved. Work on the remaining changes to be endorsed by another assembly needs to continue in 2024”.*

Bettina Schmidbauer Mogensen makes a statement for the record: *“As a member new to this year's Board and having been Board member for 6 years until 2020, I note the degradation of trust among current members. This year, I have never experienced such a disruptive and split Board, with shouting and accusations. I am appalled by the toxic atmosphere and the time spent on procedures and articles*

while operational points on the agenda are often not discussed due to lack of time."

Ulrike Storost makes a statement for the record *"Taking into account the lawyers opinion of 29 November 2023 (as outlined by other statements), as a prudent and diligent person: I propose that at the Board meeting of 11 December 2023, the board adopts resolutions that propose for adoption to the general assembly of 11 January 2024 articles 14 and 17, proposing a compromise text based on the draft of the WG and the feedback received during the EGM on 7/12/2023, that would have most chances to receive the required two thirds majority. I have brought forward a proposal to this purpose. I understand and remind the board that 11 December 2023 is the last day on which such resolutions can be notified to the members of the association"*

Vincent Catot supports Ulrike Storost's statement.

Francesca Tudini states « if the article 17 proposed by the lawyer which states : « *Le Conseil d'Administration a tous les pouvoirs de gestion et d'administration sous réserve des attributions de l'Assemblée Générale. Il peut déléguer la gestion journalière à son Président, ou à un Administrateur ou à une autre personne recevant mandat à cet effet. Cette personne est nommée et révoquée par le Conseil d'administration statuant à la majorité des deux tiers des membres effectifs présents* » was to be proposed for the Statutes, would be valid. »

A member proposed a possible compromise text on Article 17 (more than half of the Board members in favour of nomination/dismissal of an APEEE Director, but no 2/3 quorum), on the condition that it would be defended in front of the AGM jointly by the Board, as collegial body. As there was no support for a collegial approach from some members, the proposal was withdrawn and the submitting member asked, with the support of some board members, the preceding to be recorded in the minutes.

The Chair states they invite the members to vote on the following: "Do we consider that we need in the next hour and a half to agree on 1 version of article 14 and 1 version of article 17 to be legal to be able to add these items to the AGM (11/01/2024)".

12 votes for yes (Pim Gesquiere, Alberto Toso, Eleonora Apponi-Battini, Andrew Janis Folkmanis, Alexander Cornford, Célia Alves Rodrigues, Maija Knutti, Monika Szulyovszky, Andrea Grgić, Ulrike Storost, Vincent Catot, Francesca Tudini) = 86%, 2 votes for no (Bettina Schmidbauer Mogensen, David Zelinger) = 14%

Decision: the Board approves the need to agree in 1 ½ hours to agree on one version for 14 and 17.

The Board votes on, for article 17, on proposal 1: the lawyer's text which they consider to be legally compliant and proposal 2: the original text of the Working Group (or abstain)

6 votes for proposal 1 (Eleonora Apponi-Battini, Bettina Schmidbauer Mogensen, Andrew Janis Folkmanis, Maija Knutti, Francesca Tudini, David Zelinger) = 46% 7 votes for proposal 2 (Pim Gesquiere, Alberto Toso, Alexander Cornford, Monika Szulyovszky, Andrea Grgić, Vincent Catot, Célia Alves Rodrigues) = 54%

1 vote for abstain (Ulrike Storost)

Decision: the Board approves proposal 2 for article 17.

The Board votes on, for article 14, on proposal 1: the original text of the Working Group, Proposal 2: No (or abstain).

10 votes for proposal 1 (Pim Gesquiere, Alberto Toso, Alexander Cornford, Andrew Janis Folkmanis,

Maija Knutti, Monika Szulyovszky, Andrea Grgic, Ulrike Storost, Vincent Catot, Célia Alves Rodrigues) = 91%, 1 vote for proposal 2 (Bettina Schmidbauer Mogensen) = 9%,
2 votes for abstain (Eleonora Apponi-Battini, Francesca Tudini)

Decision: the Board approves proposal 1 for article 14.

Following the approval of the submission of art. 14 and art. 17 to the annual general assembly, the agenda of the annual general assembly was modified and the vote on these articles were approved as a point on the agenda.

The Board votes on the approval of the modified resolutions to be presented at the AGM.

11 votes for yes (Pim Gesquiere, Alberto Toso, Eleonora Apponi-Battini, Andrew Janis Folkmanis, Alexander Cornford, Maija Knutti, Monika Szulyovszky, Andrea Grgić, Ulrike Storost, Vincent Catot, Célia Alves Rodrigues) = 100%,

2 votes for abstain (Bettina Schmidbauer Mogensen, Francesca Tudini)

It was agreed to display the approved notice convening the meeting at the school premises after the end of the board meeting.

Decision: the Board approves the modified resolutions to be presented to the AGM.

5. Common Strategy on security measures

Alberto Toso, Coordinator of the Health, Safety and Security Working Group, takes the floor to provide a state of play on the common strategies between EEB on security measures. An email was sent to Commissioner Hahn regarding the measures to be taken in EEB to comply with the rise of the level of alert, stating the Commissioner took it very seriously and was considering every step to address the matter.

A joint position paper was drafted but was not discussed by all APEEEs, in the HSS WG, the situation was discussed, and the group wishes to propose some security measures to be strengthened but also to keep the school open to parents who wish to participate in the school life of their children.

Request to mandate Janis Folkmanis, as President of the APEEE Bxl II to negotiate with other APEEEs on these proposals and find a balance in the interest of pupils and parents.

The Board approves giving the mandate to Andrew Janis Folkmanis to pursue the action points.

Action Point: Janis Folkmanis to reach out to other APEEEs in Bxl.

6. **IT planning** – not discussed due to lack of time
7. **SAC 11/01/2024** – not discussed due to lack of time
8. **Handover to the next Board** – removed after requests
9. **Non-payment policy** – removed after requests
10. **Proposal from the Statutes WG: personal data protection policy** – not discussed due to lack of time
11. **Agreement on the roles and responsibilities in safety & security** – not discussed due to lack of time

AOB

1. **Canteen** – not discussed due to lack of time

2. **Mandatory School Trips – Questions & Complaints** – not discussed due to lack of time

Meeting ended at 23h50.