

September 2024 Extra-ordinary Board meeting

Date: Thursday, September 19th, 2024 19h to 21h

Location: Teams

Present: Pim Gesquiere, Celia Rodrigues, Elita Petraitienė, Sabrina Fasoli, Fabricio Santos, Andrea Grgic, Catarina Duarte, Jan von Pfaler, Janis Folkmanis, Myriam Pini (till 19h52), Andrea Hutterer (left at 19h54), Francesca Tudini (left at 21h), Luca Carapelli (left at 21h23)

Absent: Pierre Debar, Bruno Laranjeira, Albert Raedler, Sofia Amor, David Zelinger, Monika SZULYOVSKY, Nicolas Lacroix

The extra-ordinary Board meeting was organised upon the recommendation of the Working Group Statutes Update. The Chair of the Board, J. Folkmanis therefore gave the floor to the Statutes Update Working Group P. Gesquiere to provide a presentation during the meeting and guide the discussions.

The Statutes Update Working Group Coordinator stated that to be compliant with the law, a revision of article 14 and article 17 was still pending. A compromise text had been drafted in the Working Group Statutes Update in March 2024. However, this compromise text was not received favourably by the Working Group. Therefore, the Working Group was of the opinion that the general principles of a revision should be first discussed. And only after a discussion on the general principles, the text should be drafted. This method is to be used to avoid that Board members would be stuck on the wording and text, rather than the general principles. For this purpose, this evening the board would go through thirteen discussions points. The outcome of these discussions, would be provide the Working Group with concrete guidance on drafting the text on article 14 and article 17.

The agenda, around which the thirteen discussion points would be built was the following:

1. substantial majority
2. article 14
3. article 17

The coordinator of the Working Group Statutes Updated explained the first point on substantial majority: during the General Meeting of January 2024 parents said « *Do not come to General Meeting, unless board agrees with substantial majority on proposal.* » Based on this, the first discussion point was the following:

Discussion point [1]: What is for you « substantial majority » for board proposal?

The Statutes Update Working Group Coordinator explained that according to article 15 of the statutes, the quorum within the Board shall exist if at least half of its members plus one are present and the Board 's decisions shall be by majority. In calculating the majority, abstentions are excluded from the calculation. However, for the General Meeting a different quorum and majority applies. The General Meeting may only debate amendments to the Statutes if at least two thirds of the full members are present or represented at the Meeting. Whereby, no amendment may be made without a two-thirds majority of the full members present or represented. Therefore, proposals for revisions of the statutes can be decided in the board with a small majority, and be blocked at the General Meeting by a small majority.

Under this discussion point, two times a tour the table was done.

- The first question was: what would be the quorum needed at the board to decide on the amendments of the statutes? With unanimity the board members present stated 2/3 of the board. With some board members stating at least 2/3.
- The second question was: with what majority would a modification of the statutes need to be decided, before going to the General Meeting with these proposed modifications. The majority stated 2/3 of the board members being present at the meeting. One person stated 14 positive votes. More than one board member stated 2/3 of the board members being present, with the caveat that if two or three board members would strongly oppose, it would not be recommended to go with these modifications to the General Meeting.

Discussion point [2] What do we agree as « substantial majority » for board proposal?

Following the earlier tour de table, the Statutes Update Working Group Coordinator concluded, that the board defines the broad majority required by the parents, before going to the General Meeting with modifications of the statutes is:

“2/3 of the board members being present and of those 2/3 voting in favour”.

With the current board, in absolute numbers this is calculated as 14 in favour of the proposed statutory changes.

With the observations that more than one board member was of the opinion that if two or three board members strongly oppose, the board should not go to the General Meeting with the proposed modifications.

The Statutes Update Working Group Coordinator then made the remark that what would follow was a presentation of 26 slides with 11 discussion points on the key elements of article 14 and article 17. However, there were only 11 board members present in the meeting. The Statutes Update Working Group Coordinator asked the question if the board had at this moment the required number of board members present to discuss the statutes and to give direction to the Working Group Statutes Update to draft these statutes.

More than one board member stated that the principles of the statutes should not be discussed, only the text. And that therefore the meeting should not continue. Others responded that the purpose of the meeting was not to discuss a text, but the general principles.

The majority stated that without a broad majority of the board being present, there was no purpose in discussing the principles of modifying the statutes. Since the board members not being present, might then object at a later stage. And this happened in the past, and should be avoided as requested by the parents.

The chair of the meeting stated that statutes would need to be modified during the General Meeting in January. The Statutes Update Working Group Coordinator responded that this would not be possible looking at the time frame. Moreover, there is no majority consensus within the board on the broad principles of the modifications of the statutes and the board should not repeat what happened in 2023. The purpose of this meeting was to discuss the way forward, however with poor attendance, it is not clear how the board can move forward. This position was supported by several board members.

A discussion started on the process of modifications of the statutes and how the process was conducted in 2023.

At 21h one board member had to leave due to commitments and the board lost its majority to take decisions. At 22h, the chair adjourned the meeting.