

November Board Meeting

Date: Tuesday 15th November 2022 from 19h to 23h50

Location: Teachers' Canteen & Online (ZOOM)

Present in situ: Alexander CORNFORD – Pim GESQUIERE – Andrea GRGIĆ – Sebastian GUERRERO – Gaspar MOLNAR – Wolfgang MÜNCH – Giacomo SOMMA – David ZELINGER

ZOOM: Eleonora APPONI-BATTINI – Monika BARABASZ-LOPES – Christian BONDESON-EGGERT – Bengt DAVIDSSON – Catarina DUARTE GOMES – Ursula HÖNICH – Maija KNUTTI – Bruno LARANJEIRA – Mario MARINIELLO – Roberta MAGGIO – Johanna SCHULYOK – Ulrike STOROST – Monika SZULYOVSKY

Absent: Nicolas LACROIX

Others: Anja GALLE – Erwin VAN DIJCK – Julien DANAN – Paul ORLOVSKI – Ferhan PELISTER – Clémence EUGENE

Meeting is convened to discuss the following agenda points. Mentioned documents have been sent prior to the meeting.

Agenda Points

1. Approval of the agenda

The Board approves the agenda.

2. Approval of the Board meeting report of the 24/10/2022

Prior to the board meeting, a Board member communicated the retraction of a vote cast in the Board meeting of 24/10/2022. The Chair states that the retraction of a vote cast in the Board meeting is to be discussed separately from the vote on the report. P. Gesquiere concludes the introductory remarks of the Chair by thanking the APEEE staff for having quickly sent the 24/10/2022 report to the Board.

The Board discusses the minutes of 24/10/22. G. Somma underlines that his statement and abstention vote were not recorded. Therefore, C. Eugene is to make the final amendments to the report so that the Boards votes on the final version.

Action Point: C. Eugene to make the modifications for the report to be approved later during the meeting.

The Board discusses the principle of a retracted vote of a member following the 24th of October 2022 Board meeting.

The Board discusses ways forward. Some members feel that, once a vote is cast, it cannot be changed and that, for the sake of efficiency, comments and amendments must be made by the indicated deadline. Others feel that, as there are no specific rules in our Statutes on retraction of a vote, the Board should show some flexibility especially when all relevant information was not shared with all Board members before the vote was cast. Some members propose to allow the vote to be changed until the approval of the minutes at the next meeting. The Chair states that the association has no binding rule on retraction of vote. He proposes that the Board agrees informally at which moment in

time, a cast vote becomes binding. Furthermore, the Chair proposes that if a Board member changes his or her opinion after the vote became binding, a Board member can still make a statement for the record explaining the change of opinion. Such statement for the record shall be annexed to the board report.

The Board votes on the following proposal: “The cast vote becomes immediately binding. Should a Board member reverse their opinion, they can make a statement for the record that should be attached as an annex to the Board report”

(16 votes for yes (B. Laranjeira – A. Grgić – C. Duarte Gomes – G. Somma – R. Maggio – M. Szulyovszky – J. Schulyok – M. Barabasz Lopes – W. Münch – P. Gesquiere – E. Apponi Battini – D. Zelinger – S. Guerrero – M. Knutti – U. Storost – B. Davidsson) = 84% - 2 votes for no (G. Molnar – C. Bondeson-Eggert) = 11% - 1 vote for abstain (A. Cornford) = 5%.)

Decision: The Board agrees with an 84% majority that the vote cannot be modified once cast, but Board members are nonetheless entitled to attach a statement for the record as an annex to the Board report.

The Board votes on the decision to allow A. Cornford to reverse the vote he cast in the 24th October 2022 meeting

(9 votes for no (W. Münch – B. Davidsson – J. Schulyok – M. Mariniello – C. Bondeson-Eggert – M. Barabasz Lopes – U. Storost – E. Apponi-Battini – U. Hönich) 47% – 9 votes for yes (A. Grgić – G. Somma – P. Gesquiere – G. Molnar – A. Cornford – M. Szulyovszky – M. Knutti – S. Guerrero – B. Laranjeira) = 47% – 1 vote for abstain (D. Zelinger) = 6%).

Since there is a draw, the president uses his statutory rights to break the tie, which brings the final number to 10 votes for no = 50% (9 votes for yes = 45% and 1 vote for abstain = 5%).

Decision: The Board does not approve for A. Cornford to reverse the vote already cast, with a 50% plus one vote majority.

The Board votes on the final report, including the modifications and statement made by G. Somma and A. Cornford.

(12 votes for yes (G. Somma – A. Grgić – U. Storost – B. Davidsson – E. Apponi-Battini – M. Barabasz Lopes – J. Schulyok – P. Gesquiere – M. Szulyovszky – U. Hönich – W. Münch – G. Molnar) = 67%, 2 votes for no (A. Cornford – M. Mariniello) = 11 %, 4 votes for abstain (C. Bondeson-Eggert – M. Knutti – B. Laranjeira – D. Zelinger) = 22%)

Decision: The Board approves the Board meeting report of the 24th of October 2022 including the statements of A. Cornford and G. Somma as annexes, with a 67% majority.

Discussion Points

1. Budget 2022-2023

a. Approval of the budget for pasta machine & oven

B. Laranjeira and A. Galle present the possibility of APEEE Bxl II buying APEEE Bxl IV's machinery (including pasta machine, the raviolatrice, the moulds, press, and the oven) as, due to logistic and organizational constraints, APEEE Laeken does not use such equipment. It is mentioned that the pasta machine has a lifespan of 13 years left. Board members are informed that when the canteen team makes homemade pasta, the price per kilo is 4.40€ while, following the breakdown of the previous machine, the purchase price of pasta from an external supplier amounts to 7.20€. Therefore, after calculation, the APEEE would save a total of 18 449.42€ per year. The overall purchase price of 10 000€

for the pasta machine, rational oven, raviolatrice, including all moulds and press, would be amortized over the next five years.

The Board discusses the advantages and drawbacks of buying the 9-year-old machinery from APEEE Laeken. The issue of energy consumption is raised and P. Orlovski explains that being it a matrix machinery, it is energy efficient, because it consists of a gear system, with presses. G. Somma raises that the Canteen working group had made an assessment of canteen services in Woluwe (in house staffed) and Evere (outsourced), revealing lower cost and better food quality at the Evere site. Based on this, he questioned if it would not be more sensible to pave the way to outsourcing canteen services in Woluwe rather than making additional investments.

The Board thanks P. Orlovski and the Canteen team for their research and work.

The Board votes on the budget for the pasta machine and the oven, including all other tools and equipment as indicated above.

18 votes for yes (W. Münch – M. Mariniello – B. Davidsson – A. Cornford – C. Bondeson-Eggert – M. Szulyovszky – J. Schulyok – U. Hönich – M. Barabasz Lopes – A. Grgić – G. Molnar – E. Apponi-Battini – P. Gesquiere – M. Knutti – S. Guerrero – D. Zelinger – B. Laranjeira – U. Storost) = 90% - 1 vote for no (G. Somma) = 5% - 1 vote for abstain (C. Duarte Gomes) = 5%).

Decision: The Board votes on the pasta machine and oven, and all other tools and equipment, with a 90% majority.

b. Approval of the budget envelope for IT Salesforce

S. Guerrero presents the IT Salesforce dossier to the Board. Members have received a presentation recapping the information requested and were invited to a demonstration provided by the Salesforce team on Friday 11th November 2022. The Board discusses the presentation and the timeline with a requested focus on the financial increase.

The main motivations were the security, metrics, and convenience (friendly usage). Additional budget is requested for requirements concerning backlog improvement, financial system, support and needs that were discovered throughout the development of the project.

S. Guerrero asks the Board for 84 500€ (VAT included) and 10 000€ of the remaining approved budget from 2021-2022 to finish and launch the project. Following remarks on the VAT, it is explained that as an AISBL, the APEEE is required to pay the provider the VAT and, as the APEEE does not invoice the parent the VAT, it is not recoverable.

Members discuss the development of the IT environment, maintenance, and future costs. The maintenance costs will arise, but an estimation is not available, the cost depends on needed support and may be covered by the Salesforce warranty.

The Chair raises the issue of financial procedures which need to be reviewed by the Budget working group. M. Barabasz Lopes confirms she has reached out to the other APEEEs to share practices in the view of adapting and updating APEEE Bxl II's practices. The project is currently ongoing.

Action Point: Budget working group to continue the ongoing process to review and update the financial procedures.

Anja Galle mentioned as the APEEE was between budgets, all expenditures for the new school year are put in the budget 2022-2023. In order to prevent such situations in the future, Anja Galle suggests that to have a pre-budget voted and approved by the Board by July at the latest for the APEEE Services so

to allow to prepare for the services to be operational by September of the upcoming school year. The Chair however underlines that project leaders must timely inform the Board when overruns are detected.

G. Somma states that the presentation provided by S. Guerrero provides background information about the need of the IT project and selection of the supplier/solution. However, it does not include neither clear information about the use of the 193 000 € spent so far, nor the corresponding results achieved, nor what are the S.M.A.R.T. objectives and expected tangible results associated to the use of the residual 10 000€ and the additional requested 84 500 € (corresponding to a full-time equivalent senior software developer for one year or more), mentioned in one slide of two lines without any explanation. The file listing all the tickets embedded in S. Guerrero's presentation does not allow a clear understanding how the total budget of 287 500 € has been/will be spent (N.B.: this corresponds to ca. 75€ per student based on current population of 3799 students in WOL+EVE), because out of 415 tickets, only as little as 119 are marked as "Done", 39 as ongoing ("Working", "Rework", "Review/Testing", "Acceptance testing") and 12 as "Cancelled", while as much as 125 are "To Do" and 120 are "New".

P. Gesquiere states that the IT project was approved during the Board meeting held on the 24th of June 2021. When the project was presented, there was a clear timeline, with outputs needed to be achieved. The project was presented as output based. S. Guerrero has not explained what has been achieved or not achieved in relation to the initial outputs mentioned in the contract. Moreover, S. Guerrero has not explained how the top up to the contract relates to the initial contract, and what needs to be achieved. P. Gesquiere states that with the information provided he cannot support the additional amounts requested.

S. Guerrero confirms he will pedagogically and clearly inform what the 84 500€ will be spent on.

The Board votes on the budget envelope for the IT Salesforce project.

15 votes for yes (S. Guerrero – M. Knutti – E. Apponi-Battini – B. Laranjeira – C. Duarte Gomes – M. Barabasz Lopes – W. Münch – U. Hönich – J. Schulyok – C. Bondeson-Eggert – B. Davidsson – M. Szulyovszky – M. Mariniello – R. Maggio – D. Zelinger) = 71% - 5 votes for no (A. Cornford – G. Somma – P. Gesquiere – G. Molnar – A. Grgić) = 24% - 1 vote abstain (U. Storost) = 5%.)

Decision: The Board approves the budget envelope of 84 500€ (VAT included) + 10.000 € (VAT included) of the remaining budget 2021-2022 for IT Salesforce project, with a 71% majority.

c. Approval of the budget 2022-2023

M. Barabasz Lopes presents the document, previously shared with the Board. The vote was postponed awaiting additional information regarding the IT Salesforce Project. Following the IT Salesforce envelope approval, the Board discusses the budget. The IT Salesforce budget is included, as well as the pasta machine, oven, and other equipment as per the decision taken above under point 1a. The Board agrees to vote on the 2022-2023 budget. Members who have questions and wish to join the Budget working group, are highly invited to.

The Board votes on the 2022-2023 Budget

16 votes for yes (U. Hönich – M. Knutti – S. Guerrero – E. Apponi-Battini – D. Zelinger – U. Storost – J. Schulyok – M. Barabasz Lopes – W. Münch – B. Davidsson – P. Gesquiere – C. Bondeson-Eggert – R. Maggio – C. Duarte Gomes – M. Szulyovszky – M. Mariniello) = 80% - 1 vote for no (G. Molnar) = 5% - 3 votes for abstain (A. Grgić – G. Somma – A. Cornford) = 15%.

Decision: The Board approves the 2022-2023 Budget, with an 80% majority.

2. Annual general meeting

a. Draft agenda & number of vacant mandates

The next AGM will be held on Tuesday 31/1/2023 at 19:00. In order to prepare the agenda, the Board is asked to reflect on guests to be invited to the AGM such as the school management, etc. Due to recurrent time constraints at the AGM and a likely cumbersome agenda, Board members agree not to invite any guests to the AGM.

Members discuss whether the AGM should be in situ or hybrid format. The board favours the in-situ format stating efficiency and organisation. The concern of reaching the quorum is raised, as a certain percentage of class representatives needs to attend for the meeting to be valid.

Decision: The Board agrees to organize the 31/1/2022 AGM in situ only.

Action Point: A. Galle to contact OneTec to verify how the quorum is to be verified in the event of an in-situ AGM.

The mandate of the Auditor is expiring this year and the AGM shall vote for a new appointment of 3 years. The details and professional fees are mentioned in the resolutions to be voted at the AGM. Information is given that the Auditor will attend the 8/12/2022 Board meeting to present the Commissioner's report. Question is asked whether the Auditor can present the report in English to the Board.

It is mentioned that the AGM will have to vote whether to allocate the results of the 2021-2022 annual accounts to 1 department or whether to allocate the results into the 5 corresponding departments. A. Galle responded that this will be decided at the board meeting taking place on December 8th, and that once the vote is taken, this will be stated in a resolution to be voted at the AGM.

Action Point: members to go through the draft resolutions for the AGM and provide comments and track changes by the 25th of November 2022.

The vacant mandates for the 2022 AGM to vote one are as follows: 17 mandates of 1 year will expire, 1 mandate of 2 years becomes available due to the resignation, and one further mandate shall be available based on article 12(b) of the Rules of procedure annexed to the APEEE statutes according to which a position will be deemed vacant if the administrator has failed to turn up to over half of the meetings of the Administrative Board during the current year. Therefore, the total of vacant mandates is 19.

The Board discusses that if the list of candidates is available before the AGM, to share the presentation of the candidates with the class representatives before the AGM.

b. Annual report

The filing of the Annual report is a legal requirement under applicable Belgian laws. In the view of the drafting of the annual report 2022, all Board members have received a copy of the annual report 2021 as an example.

Each working group coordinator is asked to draft with their members a one pager and send their text by the 25th of November 2022 to the Vice Presidents, President, A. Galle, J. Schulyok and C. Eugene. A draft annual report will then be sent by 2nd December 2022 to the Board, for final review and future vote during the December Board meeting.

Action Point: A. Galle to send an email to the Board members to provide their one pager by the 25/11/2022.

Members discuss the length of the report, stating it should be harmonised and not exceed 40 pages. P. Gesquiere states some parents shared their opinion on the Annual Report stating an aggressive tone towards the school. A new member replies stating the 2021 Annual Report was informative.

P. Gesquiere states the report should be structured around the APEEE services, the representational role of the Board, the vertical and horizontal items. The Budget is to be detailed in the financial report. However, the narrative text in the annual report should correspond to the financial figures in the annual report.

Members agree to avoid repetitiveness and elements that are less relevant (such as how many times meetings were convened, attaching minutes of e.g. CEES / CEPD meetings, etc.).

3. Debriefing CEA meeting of 10/11/2022

Regarding the Groupe d'accompagnement meeting (4 APEEEs meet with the Commission), when the agenda is made available W. Münch will share it with the Board members. A Preparatory Interparents meeting will also take place to discuss the Board of Governors meeting.

D. Zelinger provides an update on the CEA meeting, following the Board of Governors meeting, a decision will be taken, and CEA policy finalised and shared by January 2023.

Meeting ended at 23h50

Next Board meeting is scheduled on Thursday 8th December 2022.