

December Board Meeting

Date: Thursday 8th December 2022 from 19h to 23h20

Location: Teachers' Canteen & Online (ZOOM)

Present in situ: Monika BARABASZ-LOPES – Bengt DAVIDSSON – Catarina DUARTE GOMES – Ursula HÖNICH – Maija KNUTTI – Pim GESQUIERE – Andrea GRGIĆ – Gaspar MOLNAR – Wolfgang MÜNCH – Johanna SCHULYOK – Monika SZULYOVSKY – David ZELINGER

ZOOM: Eleonora APPONI-BATTINI – Bruno LARANJEIRA – Mario MARINIELLO – Nicolas LACROIX

Absent: Christian BONDESON-EGGERT – Alexander CORNFORD – Sebastian GUERRERO – Roberta MAGGIO – Giacomo SOMMA – Ulrike STOROST

Others: Anja GALLE – Erwin VAN DIJCK – Julien DANAN – Sophie TUYTTENS (Auditor) – 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 15/11/2022.

The Board approves the Board meeting report of the 15th November 2022.

Discussion Points

1. Report of the commissioner

a. Approval of the report of commissioner

Group Audit Belgium, represented by S. Tuytens, corporate auditor goes over the report and presents the overall figures for the year. The balance sheet amounts to 2.400.868,61 € and closes with a positive overall result of 183.984,97 € for the financial year to be allocated and which made the object of their control in accordance with the applicable standards. The asset adjustment accounts contain charges to be carried over to the following financial year which amounts to 59.781,39 € (vs. 12.244,86 € last year). The difference comes from the annual 'Salesforce' subscription invoiced in 07/2022 but which covers the period 07/22/2022 to 07/22/2023.

S. Tuytens points out the Board will have to vote and present a resolution on the allocation of funds to the General Assembly. Last year the result had been entirely allocated to one department, *Affaires Générales*.

S. Tuytens paid attention to several points, such as the impact of cost increases linked to inflation, provision for security cost which she advises to reverse as this provision no longer meets the conditions set by the Royal Decree and has never been used since it's set up in 2013. S. Tuytens, reminds the Board that the *Code des Sociétés et des Associations* (CSA) defines effective votes as the votes cast

among those present or represented without taking into account abstentions in the numerator or denominator, also stating that for the voting at the AGM of 3/2/2022 that if abstentions were taken into account, the results would not have been different from the current result. Other attention points included the application of the CSA to AISBLs informing the APEEE has until 1st January 2024 to confirm its Statutes to the CSA and the purchase journals and credit notes on purchases.

The Board is given the floor to ask questions.

P. Gesquiere asks questions on last year's report and date of signature of the official document presented at the AGM. S. Tuytens informs that the Commissioner's report is a legal obligation and must be published maximum 15 days before the AGM. The report shared tonight with the Board is not a legal obligation but is an informative report in preparation of the official document which will be presented to the AGM.

P. Gesquiere raises the point made on the 2022 AGM voting system and quorum calculations. P. Gesquiere and A. Grgic state they do not agree with the Group Audit Belgium's statement in the report, which states "the CSA defines effective votes as the votes cast among those present or represented without taking into account abstentions in the numerator or denominator". P. Gesquiere states that APEEE as an AISBL falls under book 10 of the CSA and ASBL fall under book 9. For AISBL's the statutes apply since book 10 remains silent and the calculation of votes and quorums.

P. Gesquiere states that during the last AGM APEEE did not apply its statutes. Therefore, he would like to have the mention under "Mention Statutaire". P. Gesquiere states that it would be in the interest of the association to align itself possible with book 9 of the CSA. In this manner, legal interpretation of the statutes would be more straightforward. Moreover, in this way situations like this could be avoided where procedures are followed which go against the statutes.

S. Tuytens, following the exchange, states the Board could take the opportunity of the mandatory Statutes update, to clear the quorum and vote calculation points to prevent further confusion and different interpretations.

The Board votes on the auditor's report for the financial year ended on August 31st, 2022.

14 votes for yes (Nicolas Lacroix, Johanna Schulyok, David Zelinger, Wolfgang Münch, Eleonora Apponi-Battini, Monika Barabasz-Lopes, Andrea Grgić, Gaspar Molnar, Monika Szulyovszky, Catarina Duarte Gomes, Maija Knutti, Pim Gesquiere, Ursula Hönich, Mario Mariniello) = 95% - 1 vote for abstain (Bruno Laranjeira) = 5%.

Decision: The Board approves with a 95% majority the auditor's report.

2. Annual General Meeting

a. Approval of the AGM Agenda

M. Barabasz Lopes ask for clarifications on the terminology used in two financial resolutions. Following a brief discussion with P. Gesquiere, the terminology and formulation of resolutions was adjusted.

b. Resolutions

The Board discusses further the AGM Agenda and goes through each resolution to be presented and votes on its presentation during the AGM.

The Board votes on the approval to have a resolution during the AGM which determines the principles to be applied to the calculation of the reserves:

6 votes for yes (Gaspar Molnar, Monika Barabasz-Lopes, Andrea Grgić, Pim Gesquiere, Bruno Laranjeira, Wolfgang Münch) = 40% - 6 votes for no (David Zelinger, Catarina Duarte Gomes, Maija Knutti, Nicolas Lacroix, Johanna Schulyok, Eleonora Apponi-Battini) = 40% and 3 votes for abstain (Ursula Hönich, Bengt Davidsson, Monika Szulyovszky) = 20%.

Since there is a draw, the president uses his statutory rights to break the tie, which brings the final number to 7 votes for yes = 45% (6 votes for no = 37% and 3 votes for abstain = 18%).

Decision: The Board approves with a 45% majority the resolution which determines the principles to be applied to the calculation of the reserves.

i. Approval of the electoral office members

Following two general messages inviting parents to volunteer for the electoral office, 4 parents responded. The requirement is that the APEEE has a minimum of 4 representatives. The Board discusses a safety margin and the possible volunteering of Board members who have a 2 year mandate or do not stand for re-election in 2023. Eleonora Apponi-Battini and Maija Knutti as back-up volunteer as members of the Electoral Office.

A.Galle informs there are currently 20 vacant mandates following the decision of M. Barabasz Lopes to end her 2 year mandate. The Board is asked to go survey their sections and motivate parents to candidate for the Board. The Board also discusses the minimum number of members set at 11, as mentioned in the Statutes (article 13.1 of the Statutes).

The Board votes on the 6 volunteer tellers, including Maija Knutti and Eleonora Apponi Battini.

13 votes for yes = 87% and 2 votes for abstain = 13%.

Decision: The Board approves with an 87% majority the list of volunteers for electoral office.

At 22h20, a parent volunteer sent a message to the Secretariat to volunteer for the electoral office. **The present Board members vote on the additional volunteer to join the electoral office.**

11 votes for yes= 92% and 1 vote for abstain = 8%.

Decision: The Board approves with a 92% majority the additional one teller to the electoral office. The final number of tellers is of 7.

ii. Approval of the allocation of the results

M. Barabasz-Lopes states that during the Budget working group meeting, the members discussed two options for the allocation of the 2021-2022 operating result to the reserve:

- allocation of the 100 % of the result to the existing General Affairs reserve
- allocation of the result of each department (transport, canteen, extracurricular, etc) to the dedicated reserve

M. Barabasz-Lopes states, from a practical point of view, the allocation of the result to one accounting line or to five does not matter that much, as in case we need to use the reserve (in case of stopping APEEE activities) all reserves will be used anyway.

However, the allocation by department has the advantage of transparency as it allows to follow the cumulated profits or losses by the service. This was the preferred option of 4 members of the Budget WG present at the meeting on Monday 5th December 2022.

Another point was raised linked to the reserves – P. Gesquiere's proposal to have the AGM vote first on the level of reserves to have (choice between a) coverage of CDI-CDD or b) coverage of CDI-CDD and ongoing contracts).

The Board agrees not to present a choice between allocation of the 100% to the General Affairs reserve and allocation of the results of each department to their individual reserve, but to present one option to the AGM: the allocation of the result of each department to its individual reserve.

M. Barabasz-Lopes also states her intention to host "financial info sessions" for parents and to reply to their questions.

The Board votes on the resolution of allocating the results of each department to its individual reserve.

15 votes for yes (David Zelinger, Monika Barabasz-Lopes, Catarina Duarte Gomes, Johanna Schulyok, Pim Gesquiere, Andrea Grgić, Monika Szulyovszky, Nicolas Lacroix, Wolfgang Münch, Maija Knutti, Eleonora Apponi-Battini, Gaspar Molnar, Bruno Laranjeira, Bengt Davidsson, Ursula Hönich) = 94% and 1 vote for abstain (Mario Mariniello) = 6%

Decision: The Board approves with 94% the resolution on the allocation of the results of each department to its individual reserve.

The Board discusses a resolution defining the principle on how the reserve is calculated, agreeing to move forward with the resolution presenting the most prudent approach to the AGM (which is plan B: determining the reserves including the CDD-CDI-ongoing contracts).

The Board votes on the proposition of resolution on the calculation of the reserves which is the most prudent one (including CDD-CDI and ongoing contracts).

13 votes for yes (Monika Barabasz-Lopes, Pim Gesquiere, Wolfgang Münch, Johanna Schulyok, Andrea Grgić, Eleonora Apponi-Battini, Monika Szulyovszky, Maija Knutti, Gaspar Molnar, Nicolas Lacroix, Ursula Hönich, David Zelinger, Bengt Davidsson) = 87% and 2 votes for abstain (Catarina Duarte Gomes, Mario Mariniello) = 13%

Decision: The Board approves with an 87% majority the resolution which determines the calculation of the reserves (prudent approach)

iii. Approval of the annual report 2021-2022

The Board votes on the proposition of the resolution on the approval of the 2021-2022 accounts.

13 votes for yes (Andrea Grgić, Wolfgang Münch, Monika Szulyovszky, Monika Barabasz-Lopes, Nicolas Lacroix, Catarina Duarte Gomes, David Zelinger, Eleonora Apponi-Battini, Johanna Schulyok, Pim Gesquiere, Gaspar Molnar, Bengt Davidsson, Ursula Hönich) = 87% and 2 votes for abstain (Mario Mariniello, Bruno Laranjeira) = 13%

Decision: The Board approves with an 87% majority the resolution on the approval of the 2021-2022 accounts.

iv. Approval of the contribution fee

M. Barabasz-Lopes drafted suggestions following the Budget working group meeting held Monday 5th December 2022, regarding the contribution fee for the school 2023-2023 and allocation of the reserves. M. Barabasz-Lopes presented the estimates of costs for the *Affaires Générales* service, with the following assumptions:

- 140 new families (assuming the Evere site is populated at the same rhythm as in 2022-2023)
- 6% inflation, same for the indexation of salaries (in line with current macroeconomic predictions which indicate 5%-7%)
- Two AGMs in 2023-2024 (we still have the revision of statutes pending; therefore, it is prudent to budget a second AGM)

The Board discusses the options of price increase of the membership fee, by 2€, 3€, 5€ and 10€, and the amount allocated to the Social Fund keeping it at 10% of the total or raising it at 6€.

The Board also mentions that during the school year 2021-2022 the School Management covered the costs for mandatory school trips for Ukrainian students.

The Board agrees to vote on an increase of 2€ (=52€ membership fee) with 6€ of the 52€ to be assigned to the Social Fund.

The Board votes on the proposition of the resolution on the approval to set the 2023-2024 membership fee at 52€ with 6€ assigned to the Social Fund.

15 votes for yes (Johanna Schulyok, Catarina Duarte Gomes, David Zelinger, Ursula Hönich, Monika Szulyovszky, Bruno Laranjeira, Maija Knutti, Andrea Grgić, Monika Barabasz-Lopes, Pim Gesquiere, Nicolas Lacroix, Gaspar Molnar, Wolfgang Münch, Eleonora Apponi-Battini, Bengt Davidsson) = 100%

Decision: The Board unanimously approves the resolution proposition on the membership fee and the amount assigned to the Social Fund.

The Board decides to launch a joint vote on the approval of the resolution on the budget 2022-2023 & the discharge to the auditor.

v. Approval of the 2022-2023 budget & auditor's discharge

The Board votes on the proposition of the resolution on the approval of the budget 2022-2023 & the discharge to the auditor.

14 votes for yes (Wolfgang Münch, Eleonora Apponi-Battini, Johanna Schulyok, Pim Gesquiere, Maija Knutti, Nicolas Lacroix, Monika Szulyovszky, David Zelinger, Catarina Duarte Gomes, Monika Barabasz-Lopes, Andrea Grgić, Ursula Hönich, Gaspar Molnar, Bengt Davidson) = 93% and 1 vote abstain (Bruno Laranjeira) = 7%.

Decision: The Board approves with a 93% majority the resolution on the approval of the budget 2022-2023 & discharge to the auditor.

The Board discusses the mandate to the auditor It is mentioned that the mandate to the auditor is of maximum 3 years. P. Gesquiere stated that he will vote not since the auditor is not able to communicate in English and therefore not able to communicate with a part of the parent community if needed. Other board members however stated that professional expertise in finances prevails above the knowledge of English.

vi. Approval of the proposed mandate of the Auditor

The Board votes on the proposition of the resolution to renew S. Tuytens's mandate for the next year 2022-2023.

11 votes for yes (David Zelinger, Monika Barabasz-Lopes, Mario Mariniello, Wolfgang Münch, Maija Knutti, Nicolas Lacroix, Monika Szulyovszky, Ursula Hönich, Johanna Schulyok, Eleonora Apponi-Battini,

Catarina Duarte Gomes) = 69% - 2 votes for no (Andrea Grgić, Pim Gesquiere) = 12% and 3 votes for abstain (Bruno Laranjeira, Gaspar Molnar, Bengt Davidsson) = 19%

Decision: The Board approves with a 69% majority the resolution on the approval of the commissioner's mandate.

vii. Approval of the discharge of the Board & proclamation of the new Board.

The Board votes on the proposition of the two following resolutions: the discharge of the Board and the proclamation of new elected Board.

16 votes for yes (Monika Barabasz-Lopes, Johanna Schulyok, Catarina Duarte Gomes, Pim Gesquiere, Nicolas Lacroix, David Zelinger, Monika Szulyovszky, Mario Mariniello, Andrea Grgić, Gaspar Molnar, Wolfgang Münch, Ursula Hönich, Maija Knutti, Bruno Laranjeira, Eleonora Apponi-Battini, Bengt Davidsson) = 100%

Decision: The Board unanimously agrees.

c. Approval of the annual report.

The Board mentions last minute change requests made by U. Storost, to uniformise capitalisation and clarification in a sentence under the budget working group chapter.

P. Gesquiere stated praised the process that was followed in drafting the annual report based which was reflected in the quality of the report. P. Gesquiere stated however that he was unable, for technical reasons, to access the last version of the annual report and would therefore vote no.

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

12 votes for yes (Monika Barabasz-Lopes, Mario Mariniello, Ursula Hönich, Catarina Duarte Gomes, Maija Knutti, Wolfgang Münch, Nicolas Lacroix, Eleonora Apponi-Battini, Monika Szulyovszky, Johanna Schulyok, Gaspar Molnar, David Zelinger) = 75% - 1 vote for no (Pim Gesquiere) = 6% and 3 votes for abstain (Andrea Grgić, Bengt Davidsson, Bruno Laranjeira) = 19%

Decision: The Board approves with a 75% majority the annual report 2021-2022 to be presented to the AGM.

3. Educational Support Training – Tablets – DYS.

A. Grgić was contacted by the association ADHD, AS & LD Belgium, and M. Netrval, the Vice-President of Dyspraxia.lu to offer training on the usage of tablets for free to parents, students, and teachers dealing with DYS from European Schools in Brussels.

M. Netrval has offered training in Luxemburg, Munich, France and has been working with Interparents on updating the procedural document on Educational Support.

A. Grgić has contacted the school management who agreed to host and provide a room for the training and would like to ask the Board for funding for up to 100€ to cover the travel costs of M. Netrval.

The training is scheduled on Friday 13th January 2023 from 19h to 20h30. Suggestion to organise a small interview with M. Netrval and to take photos of the training for the following newsletter.

Members wish to be reassured that a free training will not be used by the trainer to sell other products, like software applications. A. Grgić stated that she will verify with the trainer.

Decision: The Board approves to cover the travelling costs (up to 100€).

Members also suggest adding in the article a suggestion to invite parents who have similar initiatives and would like financial or organisational support, to please contact secretariat.apeee@woluweparents.org

Action Point: C. Eugene to add an invitation to parents to share their initiatives with the APEEE.

4. Debriefing Interparents Meeting of 1st & 2nd December 2022

Interparents meeting was in Alicante. First time in several years Interparents representatives could meet in person. The meeting is preparatory to the BoG. B. Davidsson also informs Interparents organise an AGM in the days before the first JTC meeting.

Discussion was held on the Interparents confidentiality agreement and how it impacts APEEE in its representational role at the Board level.

A request is made for B. Davidsson to share the Interparents confidentiality agreement with the Board. B. Davidsson responds a request to the Interparents Secretariat will need to be made prior to the sharing of the Interparents confidentiality agreement.

Action Point: B. Davidsson to contact the Interparents Secretariat to share the Interparents Confidentiality Agreement with the Board.

a. Security Agreement between School & APEEE

B. Davidsson raises the General rules and the amendments to the General rules related to safety and security. W. Münch shared the security and safety agreement between the School and APEEE.

W. Münch states the APEEE is insured in case of accidents and if they act with due diligence.

B. Davidsson informs Interparents requests a mandate and an agreement to move forward with a set of points shared prior to the Board which are currently confidential. The Board does not agree and states that B. Davidsson does not have the mandate to do so. The Board wishes more information from B. Davidsson on the concerns before moving forward.

Action Point: B. Davidsson to provide more information on the concerns of Interparents on the General rules.

5. Debriefing BoG Meeting of 6th, 7th, 8th December 2022

The BoG approved the Model A.3+, meaning the Italian and Dutch speaking sections from Laeken and Greek speaking section from Uccle/Berkendael will be transferred in 2028 to the new European school in Neder Over Hembeek. The transfer will be stated in the enrolment rules for the next school year. The “+” means that, if necessary, an English-speaking section will be added to EEB5, but it will not result from a transfer but a newly established section if necessary.

The BoG also approved the draft guidelines for the Enrolment Policy for the next school year 2023-2024, and after legal clarification the BoG has approved the founding of a Slovene and Slovak secondary section.

The Neder-Over-Hembeek will host 4 sections: Dutch, Italian, Greek, French (French not transferred but starting from scratch). The Board mentions the need of a gradual move to the 5th school.

The BoG also informed there would be no infrastructure investment for Woluwe until Evere is filled at its capacity. Indeed, there would not be any 6th school but they could offer an extra site (as Berkendael and Evere).

A SAC meeting is scheduled on Monday 12th December between 9h15 and 11h. David Zelinger and Bengt Davidsson inform they will attend. If any additional members wish to attend, they are invited to inform D. Zelinger, for organisational purposes.

AOB

1. Request from school to turn APEEE Woluwe offices into classrooms as of September 2023

A.Galle informs the Board of an open request made by K. Malik and L. Bjerninge. A meeting was scheduled to which H.H. Nguyen, A. Galle, L. Bjerninge and K. Malik were convened to discuss the school's need for space. Currently, the APEEE is legally required as an employer to provide an office space for its employees. The meeting was held to look at solutions, such as the space above the parking and next to the sports hall, the possibility to stop the teachers' canteen service and occupy the refectory.

A.Galle informs it is an ongoing process and both parties wish to find a suitable solution.

Some members also reiterate that the APEEE should stand firm in finding a solution from a business point of view. The members discuss the APEEE position, having a firm stand or a more nuanced approach. The Board agrees the APEEE needs to have a presence on site to provide its services.

Meeting ended at 23h20.

Next Board meeting is scheduled on the Monday 16th January 2023.