

APEEE BXL II – WOLUWE
BOARD REPORT

Date : 19 November 2020 from 19:00 to 23:30

Location : ZOOM conference call

Present (20) : Vanessa AULEHLA - Bengt DAVIDSSON - Sanjee GOONETILAKE – Giles HOUGHTON-CLARKE (Chair) – Raquel JIMENEZ LOPEZ - Szilvia KALMAN - Natalia KARPENKO - Roberta MAGGIO - Minna MELLERI - Elita PETRAITIENĖ – Renate REPPLINGER-HACH - Andreas ROGAL – Suzana ROSEIRO - Bettina SCHMIDBAUER-MOGENSEN – Michael TEUTSCH – Marjo TOIVO - Francesca TUDINI - Anna YAVORSKA

Absent (1) : Tatiana ALMEIDA - Anthony BISCH – Sara RODA

Others : Anja GALLE, Director of the APEEE
Erwin Van Dijck, Finance & Administration Manager
Brigitte Divers, Certified Auditor for APEEE
Ferhan Pelister, APEEE Administration

I Agenda points:

1. Approval of the agenda: Agenda (see Annex 1) is approved including the request to briefly touch on Health & Safety under info points. The topic of what constitutes confidential information is to be covered under the point 3.

Vote is taken on the approval of the agenda: 15 Board members voted in favor of the agenda. **Decision:** agenda is approved.

II Presentation and approval of the Report of the “Commissaire aux comptes”

Ms Divers, financial auditor, informed the Board members about the annual audit she has performed (Rapport du commissaire aux comptes) on the APEEE accounts for the year 2019-2020. Ms Divers informs about the legal obligations the APEEE has as an “aisbl”. All members of the Board have received the “rapport du commissaire aux comptes”.

A discussion is held as to whether the profits and losses of each Service should continue to be retained in each department, as has been the practice for the past years,

or should instead be aggregated at the level of the AISBL. It is agreed the latter approach would be more practical and better able the APEEE to utilise its financial resources as needed – especially important during these challenging times. As these departments are simply ways the APEEE chooses to organise itself internally, but are not separate legal structures, the question is asked to the auditor whether there would be any impediment to such a move. Ms Divers explains that the APEEE is free to decide how to allocate the surplus generated across its 5 departments, if there are no statutes governing this.

It is therefore agreed that for the financial year ended August 31, 2020, the net income of the APEEE will be allocated to the "general affairs" department, which represents the overhead function of the APEEE.

This modification will be submitted to the next General Assembly for approval.

Ms Divers informs about the application of the CSA to AISBL. Since January 1, 2020, AISBLs have been incorporated into the new Companies and Associations Code. From now on, ASBLs, AISBLs and foundations are also considered as companies.

The main consequences of this integration for AISBLs are:

- Adaptation of the statutes: object and purpose, bodies (alignment with the CSA on 01/01/2020;
- Possibility of electing domicile for an administrator at the AISBL headquarters;
- Large AISBLs are required to draw up a management report;
- The rules relating to the dissolution and liquidation of companies have been extended to associations;
- Invitation to the AGM 15 days in advance;
- Increased responsibility of Board members (rights and obligations, roles, responsibilities, etc.)
- Rules on conflicts of interest;
- Changes in the conditions of restructuring and transformation;

The changes to the APEEE statutes to apply with the new regulations are to be implemented by 1/1/2024 at the latest.

Discussion is held and following action points have been noted:

Action point: E. Van Dijck check the legal aspect on who can decide to change the evaluation rules.

Action point: Ms Divers and E. Van Dijck to propose a new evaluation rule, to allocate the profit not to the Fonds Affectés of the 5 departments, but for example to only one department.

Action point: Ms Divers to rephrase the report on page 14 on reimbursements to mention that out of a precautionary measure the APEEE decided in March 2020 not to reimburse to the parents the canteen and transport cost of the 3 weeks of non-delivered service.

Action point: Ms Divers to add the cost of terminating all the time limited employment contracts to the "passif social" (at present only Contracts Indeterminés

are included) so that the “passif social totale” reflects the full expenses the APEEE would need to cover in the event of closure.

Question is asked whether the Belgian law stipulates that a point which is to be voted on needs to be put on the agenda of a Board meeting. Ms Divers replies that the Belgian law doesn't foresee nor oblige the AISBL to put points for voting on the agenda of a Board meeting. This can always be done on a voluntary bases as a good practice.

Question is asked why Ms Divers talks about losses for the next financial year in the report. Ms Divers replies that due to the continuity of the Covid situation and the fact that the canteen service is already again closed, losses are to be expected.

Ms Divers has been invited to the Annual General meeting on 21/1/2021 to answer possible questions from the parents.

The President thanks Ms Divers for being present at the Board meeting and for all the work she has done for auditing financial results of the APEEE.

III Discussion points:

2. General Annual Meeting 21/1/2021:

- a. Organisation AGM on-line: information is giving that the current Covid situation only allows a small number of participants to be physically present at the meeting room at the Charlemagne center. Furthermore, the date of the AGM is 21/1/2021 which is the last day of a Strasbourg week. Therefore, it is proposed to organize the AGM online for example via ZOOM. Discussion is held.

Action point: S. Roseiro volunteers to look at the cons and pros of organizing the AGM fully online or partial online, and make a proposal to the Board.

- b. Resolutions for AGM: question is asked whether the Board wants to propose any resolutions at the AGM? In case amendments are to be proposed to the APEEE statutes or rules of procedures, certain deadlines need to be taken into account:
 - Any proposal of which the object is **to amend the Statutes** shall be made by the Administrative Board. The Administrative Board shall give the members of the Association **not less than one month's advance notice** of the date of the AGM which will decide on the said proposal. The General Meeting may only debate amendments to the APEEE statutes **if the amendments have been explicitly indicated in the notice convening the meeting and if at least two thirds of the full members are present or represented at the meeting.**
In case resolutions are proposed which change the APEEE statutes then **documents for the AGM need to be ready 1 month before the AGM.**

- The General meeting **may adopt internal rules of procedure**. A **three-fifths majority** of the full members present or represented shall be required for the purpose of approving or amending the rules of procedure. Any proposal to amend the rules of procedure, submitted by the Administrative Board and sent to the Secretariat **at least one month** before the General Meeting.

Following resolutions are being proposed:

- Resolution on code of conduct to be added to the internal rules of procedure.
Action point: S. Roda and M. Teutsch to prepare a draft of the resolution for the Board.
- Resolution to add the process of written procedure to the statutes.
- Resolution to extend the number of seats with 2 extra Board members for Evere to be in place as of September 2021.
- S. Goonetilake proposes a resolution on the confidentiality agreement.

c. Representation Evere in Board: has been discussed under the previous point.

3. Functioning of the Board: all Board members received a copy of the functioning of the Board. Remarks were shared by Board members on the document. Question was asked whether the Board wants to accept or dismiss the report?

Vote was taking on the following:

1) Does the Board agree the report fairly and correctly describes the workings of the Board that it addresses.

Result: 4 yes and 13 no

2) does the Board accept the report?

Result: 3 yes and 14 no

4. Definition of confidentiality: S. Goonetilake informs that a definition on confidentiality is to be discussed and agreed. And whether a procedure can be established to define the process on how to remove the label of confidentiality of information one receives that is not covered by GDPR.
5. The President replied that typically when a document was confidential, it was indicated by the sender. In addition certain documents are automatically considered confidential; preparatory documents for the BoG (to which IP only has access on the basis that it commits to the OSG it will treat them as confidential) and certain documents for the school Admin Board. Furthermore email exchanges between Board members should be treated as the business of the Board, not to be shared with external parties - unless this is agreed to by all involved. It is agreed to schedule this topic on a future Board meeting agenda for further clarification, so it may be added to the Working Methods.
6. Survey results: survey results were mailed to the parents and are published on the APEEE website.

7. Working methods: F. Tudini updated the document with the working methods (V3) and send a copy to the Board. The proposed changes are discussed.

Action point: F. Tudini to send an updated version following the discussion to the Board for approval.

IV Report working groups

- 1) Transport: the school bus transport has resumed on Monday 16/11/2020. Parents were informed about the wearing of face masks on the bus by all students, so also maternelle & primary students. Seating plan for the morning buses and the buses at 15:30 has been put in place. A tracking system has also been put in place for to register the secondary students who take the bus at 16:20. The risk in the bus remains low when the following measures are followed:

- All pupils in the bus wear face masks
- Pupils sit per department
- An empty row of seats between every department

In case there are 2 + Covid cases in the same bubble on the bus this will be considered as a cluster. If there are 2 + Covid cases in the bus but in different bubbles then this is not considered as a cluster.

Action point: H.H. Nguyen, APEEE Prevention advisor, to confirm.

- 2) Canteen: canteen service is closed until Christmas. APEEE Laeken has also closed its canteen service. APEEE Uccle provides only food to the maternelle children. APEEE Ixelles is the only APEEE who provides lunch packs to the students. The other APEEEs do not share the view that this is permitted by the new regulations.

The school is responsible for the seating area for the students to eat their home-made lunch. Primary & maternelle children eat in their class. The school has informed that the secondary students who normally eat a warm meal in the canteen can go to the canteen and eat their home-made lunch there. The question is asked if this is possible with social distancing of 1,5m between each student and the classes, which reduces the canteen capacity to 190 secondary students.

Action point: R. Maggio to be raised with the school management.

Message on reimbursement policy has been sent to the parents this week. Message has been well received and parents in general appreciate the gesture of the APEEE for the different reimbursement options.

- 3) Periscolaire: On Friday 13/11 at 18:00 the APEEE received the information that the OIB Garderie has informed its parents that the children attending the OIB garderie can no longer attend the extra-curricular activities as of Monday 16/11/2020. This decision was taken without consulting or informing the APEEE. A letter signed by the 3 APEEEs (Laeken, Ixelles and Woluwe) has been mailed

to the responsible of the OIB Garderie. Parents also reacted to the decision, and finally the OIB Garderie has reversed its decision and informed the parents on Tuesday night 17/11. Special thanks to the extra-curricular activities team for dealing with a very complicated situation on Monday and Tuesday, and for handling the organisation in the best possible way.

- 4) Secondary: postponed to the next Board meeting.
- 5) Primary: postponed to the next Board meeting.

IV Info points:

- 1) Update on Evere/NATO & APEEE services: information is given on the meeting which took place on Thursday 19/11 at 10:30 with the school and the Régie des Bâtiments on the Evere site. G. Houghton-Clark, B. Schmidbauer-Mogensen and A. Galle attended the meeting.

At the meeting the Régie des Bâtiments presented the plans for the Evere site, including the kitchen and bus parking. A bus parking for 30 buses maximum has been foreseen. This decision was taken without consulting the APEEE beforehand. Since the school at Evere will accommodate children from all over Brussels and it's the APEEE policy to keep the driving time under 1 hour, more than 30 buses will be needed to provide for the school bus transport. A kitchen size of about 348m² is foreseen. Elements such as sufficient storage space, etc are missing. Again, decision was taken without consulting the APEEE first.

The President asked at the Groupe de Suivi meeting on 19/11 information concerning the asbestos issue and the terrorism trials to be held at the Evere site. Both topics are known and appear in the news. Proposal is made to share the information on the asbestos and terrorism topics with the parents.

APEEE will provide final list of requirements to RdB in week of 23 November

- 2) Working groups updates as time allows

8. AOB

Next Board meeting will take place on 9/12/2020 at 19:00 via ZOOM conference call.