



**Special Meeting of the Board of Directors**  
**September 17, 2025, 5:30pm**

<b>Name</b>	<b>Role</b>	<b>In Attendance</b>
Cameron Hibbert	Board Chair	X
Amandine Berro	Chair-elect	X
Heline Mirzakhanian	Past-Chair	X
Lindsey Head	Treasurer	X
Aurore Watts	Secretary	X
Christopher Scott	Director	X

1. Call to order – Meeting called to order by Cameron at 5:35pm PDT
2. Quorum – Quorum is achieved with 6/6 members present virtually
3. New business – The following agenda was proposed and agreed upon:
  - a. **AEFE Board survey review and discussion** - Cameron reviewed the results of the survey worksheet he sent to the Board. He compiled the results and there are only minor differences from the previous result. Overall, the Board is very supportive of the agreement.
  - b. **Vote on AEFE Convention agreement** – Cameron motioned to enter into the Convention Agreement with AEFE. Heline seconded the motion. Unanimous vote in favor of entering into the Convention Agreement with AEFE (6 yes)
  - c. **Review and update plans and actions for the coming weeks** – Reviewed upcoming actions including notification of AEFE, notification of current Head of School, notification of Staff, notification of the broader community including parents. Chris suggested a timeline with countdown to T-0 being the notification of the current Head of School. Lindsey to develop the timeline and distribute. The Board discussed transition planning and agreed that communications regarding school leadership should occur as soon as practicable. There is also a deadline in his contract to consider. We will need to coordinate with AEFE and the French Consulate
  - d. **Review actions already completed and in process** – Cameron has been in touch with CONFIDENTIAL regarding the legal implications and risks associated with the Convention Agreement and notifying the current Head of School. He will continue to be the point of contact. Heline and Chris have been in touch with CONFIDENTIAL from CONFIDENTIAL. She has provided input on proper notification as well as potential scenarios once that notification occurs. Litigation regarding unfair termination is a possibility

even if no such wrongdoing on the part of the school or Board occurs. Common strategies include a severance package which was discussed. She is available for continued assistance. The Board would like to see the current Head of School continue through the end of the school year and provide a transition to new leadership once AEFÉ appoints the new Head of School.

- e. **Aurore's request for leave of absence** – Aurore Watts requested a leave of absence through the end of the year. Chris motioned to accept Aurore's leave of absence effective immediately through December 31, 2025 with the caveat that she may return sooner if she chooses and an extension can be considered if requested. Helene seconded the motion. Unanimous vote in favor. (6 yes)
  - f. **Appoint an interim Secretary** – Chris offered to take on the role of interim Secretary until Aurore's return. Unanimous consent. Chris will provide minutes for this meeting and work with Aurore on the backlog of minutes to be posted publicly.
  - g. **Review the Board audit proposal from Carney Sandoe** – The proposal from Carney Sandoe for a Board governance review was reviewed. There was discussion about the scope as well as the purpose given that the current Head of School will likely be leaving at the end of the term. The Board agrees there is benefit in reviewing their governance processes to ensure smooth transition and expectation setting once the new Head of School is appointed and starts. Chris motioned to approve the proposal with Carney Sandoe not to exceed \$11,250. Helene seconded the motion. Unanimous vote in favor (6 yes)
  - h. **Human Resources update from Helene & Chris** – CONFIDENTIAL
  - i. **Brief review of updated budget from Gerald based on enrollment** – Current enrollment is 232 students which is less than initially projected in the budget. The Director of Finance has made changes to the budget to reflect the lower revenue. Lindsey will review the details and report back to the Board with her assessment and recommendations.
4. Old Business – **None**
5. Action Items –
- a. **Chris** to provide minutes as soon as possible.
  - b. **Lindsey** to provide a timeline for action items related to AEFÉ announcement.
  - c. **Chris** and **Amandine** to draft English and French versions respectively of a letter to AEFÉ indicating that the vote took place, the agreement was

- approved, and that minutes will be available ASAP. **Cameron** to review and sign the letter. **Amandine** to send the letter to AEFE contact.
- d. **Cameron** to reconnect with CONFIDENTIAL and inform him of the decision regarding AEFE.
  - e. **Chris** to coordinate with Aurore on reviewing past minutes and getting them posted to the website ASAP.
  - f. **Lindsey** to review the revised budget, highlight changes, and provide recommendations to the Board.
  - g. **Amandine** will review the previously developed communication regarding AEFE agreement and update as necessary.
6. Close – Chris motioned to close the meeting at 8:25pm PDT. Lindsey seconded.  
Approved (5/6 yes, 1/6 absent)