

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF TRUSTEES OF
THE FRENCH AMERICAN INTERNATIONAL SCHOOL
HELD ON MAY 28, 2020 ZOOM REMOTE PLATFORM**

The Special Meeting of the Board of Trustees of the French American International School (the "Corporation") was called by email notice. Such notice stated that such Meeting would be held as a virtual meeting on May 28, 2020 via the Zoom remote platform in order to comply with the State of Oregon's "Stay-at-Home Order" effective March 23, 2020. An Agenda (attachment A) was sent electronically to all members of the Board of Trustees.

In attendance at the Board Meeting, via Zoom, were the following members of the Board of Trustees, constituting a quorum of the members of the Board of Trustees:

Attending: Matt Birchard, Christine Chang, Julie Falk, Scott Hardister, Charles Jenkins, June Kim, Margo Litwin, Aaron Martindale, Joy Rain, Connor Reiten, Denisse Reyes, Patti Shaffner Jordan, Scott Shaw, Megan Shipley, Michael Smythe, Bonnie Stewart

Absent: None

Guests: Lisa Johnson, Matt Litwin, Marga Vallejos

CLOSED SESSION

Welcome and Consent Agenda

Motion: To approve the consent agenda, sent to all board members by email prior to the meeting: Minutes of the May 7, 2020 Special BoT Meeting

M/S/A

Motion: To approve the Minutes of the May 14, 2020 BoT Meeting with 2 edits requested by the SPC Chair and presented to trustees on the Zoom Call-The Chair requests that in the motion to approve goals, the word "draft" be inserted in front of goals and the words: "including minor edits" be inserted after. The amended motion reads:

"To approve the following three *draft* goals *including minor edits*" for the FAIS Covid Response Short-Term Strategy Plan"

M/S/A

Head of School Update (Attachment B)

- Feedback from Annual Meeting has been positive; appreciation was expressed for the opportunity to support financial aid and faculty with Special Appeal fundraising during the virtual community event scheduled for tomorrow evening (May 29)
- Enrollment remains at 529; TPS has 12 students with 3 contracts pending

- Prospective and newly enrolled families have a lot of questions about what academic programs will look like this fall and whether tuition refunds will be given if in-person learning isn't available
- A re-opening task force is being convened; their reopening plan will be completed and communicated before July 1
- The first-ever physically distanced student art exhibition saw ~80 cars drive through campus to view class projects that were displayed outside for the School community
- Development efforts toward the Special Appeal have raised nearly \$60,000 in funds that have already been received (\$40,000 donated by the Board)
- The Finance Committee is examining scenarios for some form of tuition reimbursement to Maternelle parents if > 3 weeks of remote learning is needed
- Governor Kate Brown will be issuing a communication in mid-June about school reopening orders; it is not known whether independent schools will be included in those orders

Executive Committee Update

- The EC approved \$2,000 in additional funds for legal fees to attorney Joy Ellis for continuing work on the Bylaws review; the plan is for the BoT to review and vote on proposed bylaws changes by the end of this fiscal year
- The CoT has requested a change in date for this year's annual meeting of trustees to allow more time, and optimal sequencing of CoT business

Motion: To approve a change of date for annual meeting of the Board of Trustees held in June 2020 for the purpose of electing trustees and officers, as well as any other such business as may come before the Board, be changed from June 11, 2020 to June 25, 2020

M/S/A

Reflections on Annual Meeting

- This year's annual meeting on May 20, 2020 was the best attended annual meeting in recent history and possibly in the history of FAIS; 171 attendees on Zoom with 125 confirmed as class A members and a large teacher and staff presence
- The HoS and CFO gave informative presentations on the contingency planning FAIS is doing in anticipation of economic fallout from Covid-19
- Questions on a wide range of issues were submitted from parents, teachers and staff before and during the event; officers, the HoS and CFO provided information and responses

Concepts from Past Board Practice

- Trustees were introduced to Matt Litwin, current class A member and past FAIS Treasurer serving on the BoT from 2011-2017
- Mr. Litwin led a discussion about a memo on past board practices (Attachment C) drafted with members of the current Executive Committee

- The memo documents a list of concerns that include structural changes to the finance, budget and audit committees and diminished community involvement in the budgeting process that began after Mr. Litwin's tenure on the Board
- He also urged a deeper understanding and close adherence to the Non-Endowment Capital Allocation and Investment Policy Statement (NCAIPS) approved by the FAIS BoT in 2015, declaring that NCAIPS should inform the budgeting process unless an alternative capitalization structure is vetted by the Finance Committee and approved by the Board and the greater community of Class A stakeholders, ideally as part of an updated Strategic Plan (The Current Strategic Plan expired in 2019)
- The current Treasurer agreed to follow-up by returning to the Board with an educational exercise aimed at further explaining unreserved cash/free-cash flow and how it relates to NCAIPS and the budgeting process in general

Paycheck Protection Program

- After rejecting the idea of applying for a PPP loan during the first round of funding, the Finance Committee is considering submission of application in the second round
- The Treasurer presented a summary of the SBA's Paycheck Protection Program authorized and funded through the Coronavirus Aid, Relief, and Economic Security Act ("Cares Act") and explained how such a loan works and why FAIS may qualify (Attachment D)

Motion: To approve the Resolution to Grant the Finance Committee Authority to Approve the HoS/CFO to move forward with an application for PPP funds

Whereby it is the responsibility of the Board to grant authority to certain person(s) described hereunder

Resolved to grant the Finance Committee authority (as determined by majority vote) to authorize and approve the HoS/CFO to move forward with an application for PPP funds

M/S/A

Adjourned: 9:42 PM

Attachments:

A: Agenda

B: HoS Update

C: Memo

D: PPP Summary and Resolution

