

**REVISED MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF TRUSTEES OF
THE FRENCH AMERICAN INTERNATIONAL SCHOOL
HELD ON June 4, 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 June 4 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, Connor Reiten, Denisse Reyes, Patti Shaffner Jordan, Scott Shaw, Megan Shipley, Michael Smythe, Bonnie Stewart
(Joy Rain resigned from the BoT prior to this meeting on June 2, 2020)

Absent: Marga Vallejos

Guests: Lisa Johnson

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 28, 2020 Special BoT Meeting

* an error in the agenda indicated that Christine Chang would lead the CoT agenda item at this meeting but it will instead be led by Co-chair June Kim

M/S/A

Head of School Update (Attachment B)

- Today, for the first time ever, teacher contracts were sent electronically-teachers who are French nationals received new contracts; they deadline for returning all contracts is June 12, 2020
- Enrollment is still robust; 2 new TPS families have signed contracts and another one is expected to be returned imminently
- Financial aid requests have increased; 5 families who were already receiving aid asked for additional aid; 7 other families requested aid for the first time due to loss of income
- Total # of families who have requested financial aid for the 2019-2020 school year so far is 58; they will all be asked to submit SSI applications; most are also using the tuition payment plan which has been extended over 12 months

- The Oregon Department of Education is hosting a meeting tomorrow for independent school administrators on the topic of reopening
- Scott has convened a large FAIS Reopening Task Force comprised of senior administrators and other staff; it is meeting weekly and has developed a Google Site for internal use to facilitate resource and information sharing
- At their meeting tomorrow, the Finance Committee will be examining potential scenarios for tuition rebates or discounts next year if in-person learning is interrupted because of Covid-19

Executive Committee Update

- The EC met once since the last BoT meeting; most of their work revolved around agenda planning for tonight's meeting and the 2 other June meetings of the BoT scheduled for June 11 and June 25 (there will not be a meeting on June 18th because of 5th Grade Celebration)
- Committee on Trustees and Strategic Planning updates were discussed and these will be shared with the BoT by the respective chairs later tonight

Board Development: Finance

- Treasurer Scott Shaw led an educational presentation on the differences between the concepts of free cash flow and unreserved capital (Attachment C)
- A summary PnL from the January 16 2020 BoT budget discussion was used to illustrate these concepts as they relate to change in net assets and reserves (PPRRSM and Operating)
- The difference between one-time expenses and capital expenses (capex) was delineated
- Depreciation and amortization were explained
- The purpose of the PPRRSM reserve was reviewed
- The BoT needs to examine the amount that is currently being reserved and verify that the amount is appropriate; this involves analysis of NCAIPS and the intent of that policy
- A post-mortem of the 2019-2020 budgeting process was presented next (Attachment D)
- The Treasurer interviewed trustees about the process and summarized feedback in the following categories:
 1. Higher-level feedback
 2. Content feedback
 3. Process feedback
- A recurrent theme was the need for a more comprehensive and consistent budget package that includes a list of components provided in (Attachment D)
- Budget must be aligned to the School's strategic plan
- The Budget Committee and process must include non-trustees, community members to provide a balanced perspective
- A more robust data repository is needed
- Budget process needs to start earlier and BoT priorities need to be articulated at the first 1-2 board meetings to help inform the budgeting process
- Separation of Budget and Finance Committees with independent chairs is essential

- Content that can be published to the community must be developed and disseminated

Committee on Trustees

- June Kim identified and gave brief bios of the 3 class B trustee candidates that the CoT has officially nominated

**at 7:43 PM the Secretary was called away to attend to a family urgency and Matt Birchard assumed the role of note-taker. The remaining minutes are distilled from Matt's notes that he provided to the Secretary on June 5, 2020*

- Cover letters and letters of interest from all 3 candidates will be shared with trustees as soon as June receives one last letter that hasn't been submitted
- Vacancies from trustee resignations include: Margo Litwin, Joy Rain, Scott Shaw, Christine Chang, Bonnie Stewart (Bonnie will complete her first 3-year term and has opted out of serving a second term)
- Current trustees completing 2 term tenure include: June Kim, Megan Shipley
- The CoT will discuss the filling of vacancies at their upcoming weekly committee meetings
- FAIS Bylaws require 9 members for a quorum; if all 3 candidates are elected, and vacancies are not filled, the Board will have 11 trustees at the beginning of the 2020-2021 term
- A discussion about the pros and cons of smaller vs. larger board size ensued and the need for non-parent trustees was voiced
- Exit interviews will be offered to trustees who are ending their tenure

Adjacent Property Task Force

- Matt Birchard has been leading a small task force to investigate the potential for FAIS to acquire a 1-acre property north of the middle school parking lot that adjoins the campus on two sides
- Historical context was given for the property owner's prior offer compared to the latest offer which was extended in early 2020
- Trustees discussed possible uses for the parcel, and the financial implications of purchasing the parcel including the optics of a capital outlay in the midst of the Covid-19 pandemic coupled with recent salary adjustments for faculty and staff
- Questions about zoning were raised; the property is currently zoned for a single-family home but recent density imperatives by the State of Oregon are prioritizing multi-unit housing so zoning for the property may change
- The task force will continue due diligence but it was decided that a board vote is not indicated at this time

Strategic Planning Update

- The SPC Chair is drafting the introduction and background for the FAIS Covid Response Short-Term Strategy Plan and will deliver this to the Board 1 week prior to the June 25th meeting; the Board will be asked to approve a draft that articulates high-end goals at that meeting; activities associated with those goals will be provided by administrative staff over the summer

Adjourn: 8:28 PM

Attachments:

A: Agenda

B: HoS Report

C: Finance Education

D: Budget Process Post-Mortem