

**MINUTES OF THE REGULAR MEETING  
OF THE BOARD OF TRUSTEES OF  
THE FRENCH AMERICAN INTERNATIONAL SCHOOL  
HELD ON January 21, 2021 ZOOM REMOTE PLATFORM**

The Regular Meeting of the Board of Trustees of the French American International School (the "Corporation") was called by email notice (the "Notice") of the Board of Trustees in accordance with the notice provisions of the Oregon Revised Statute (ORS) and the Corporation's bylaws. Such notice stated that such Meeting would be held as a virtual meeting on January 21, 2021 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 accordance with the Notice, the meeting was held via Zoom, beginning at 6:30 PM. In attendance were the following members of the Board of Trustees, constituting a quorum of the members of the Board of Trustees:

**Attending:** Erin-Kate Barton, Matt Birchard, Cyreena Boston Ashby, Julie Falk, Scott Hardister, Charles Jenkins, Patti Shaffner Jordan, Aaron Martindale, Connor Reiten, Denisse Reyes, Michael Smythe, Gaston Suarez, Laura Taylor, Marga Vallejos

**Absent:** none

**Guests:** Lisa Johnson, Shawna Foster

*Note: Entire meeting was to be held in Closed Session, but the Board opted to keep it open through the Executive Committee Report.*

**Welcome and Consent Agenda**

The meeting was called to order at 6:32 PM with a quorum by Chair, Julie Falk. All board members were present by 6:40 PM.

**Motion:** To approve the minutes of the Regular November Board Meeting, sent to all board members by email prior to the meeting: Minutes of the December 17, 2020 BoT.

**M/S/A**

**Head of School Report**

Scott Hardister reported on the following:

- Hiring process for replacing the Lower School Division Head is underway with a good pool of semi-finalists.
- Seven Lower School teachers will need to be replaced in the new school year, as mentioned at the prior meeting, this is unusual turnover, driven in part by the COVID-19 pandemic and the fact that some teachers leaving are married couples both employed by the school. There is a large pool of candidates to draw from.
- Additional on-site cohorts being added in, starting with Maternelle beginning February 8<sup>th</sup>.
- Head's Panel (group Scott is in comprised of other independent school heads from the region) has provided insight into reopening, as many of their schools have been open for several months for on-site in-person classes.
- Reopening: "It's not the plan, it's the people."
  - Changing metrics from the government
  - Recommend phasing in back to campus, with a lot of discussion on the nuances of scheduling phased reopening from the Board.
  - Some staffing challenges, and a desire to allow for vaccines to be scheduled for faculty prior to finalizing to reopening plans.
  - ECEW (Emergency Childcare for Essential Workers) program will go away when reopening occurs.

- Meetings are being held for parent input and information.
- Very specific guidelines from the local public health authority exist for how to handle a positive case of COVID-19 on campus, including notification procedures. Need to be aware of not “COVID Shaming” and other notification procedures – people are on a need-to-know basis based upon guidelines for exposure.
- Adjacent Property Update: Scott spoke with the owner around December 20<sup>th</sup> and was taken aback by his demeanor. Scott suggested that speak again after the new year. Scott reached out to a FAIS parent on the Site Committee for advice on next steps. There were some discussions regarding offer price and process.
- The executive assistant to the HoS has resigned for a new opportunity, and another admin staff member will assist in the interim.

### **Executive Committee Update**

Julie Falk reported for the EC the following:

- Engaged in agenda setting for upcoming meetings

**Meeting went into Closed Session around 7:25PM and Margas Vallejos left the meeting, the Board asked guests Lisa Johnson and Shawna Foster to remain in the meeting.**

### **PPP Loan Forgiveness**

Lisa Johnson, FAIS CFO, presented details on requesting loan forgiveness for the Paycheck Protection Program loan the school received. Board discussion followed.

Motion: The Board of Trustees hereby authorizes Lisa Johnson, CFO of the French American International School, to apply for forgiveness in full of the Paycheck Protection Program loan the school received in 2020. Having met the requirements set forth by the SB for forgiveness primarily the use of funds to maintain employment.

### **M/S/A**

Approval was unanimous with no abstentions.

### **Finance Update**

Lisa Johnson presented the current financial report that was shared with Trustees prior to the meeting. A question arose about the potential for receiving a second draw PPP loan based upon this becoming an option due to moves made by the Federal government. In anticipation of this, the CFO had already completed the application and submitted it to ensure the Board would have the opportunity to vote on accepting or declining the loan should it be offered. A special meeting will be called in the near future to for the Board to vote on accepting or declining the second draw PPP loan, should it be offered.

An overview of variance from the budget was given, along with a recap of cash reserves and endowments. It was noted that expenses are under budget except for the technology line item, as a result of investments in Chromebooks and other technology to support distance learning.

### **Budget 2021/22**

The Board Treasurer, Laura Taylor began by reviewing the process, and the timing of faculty contracts and the tuition letter sent to parents ahead of re-enrollment. These milestones also occur prior to the Annual Meeting, which will be held in early February.

Lisa Johnson provided a recap of the Budget presentation sent to the Trustees prior to the meeting. Key assumptions are:

- Enrollment conservative at 510
- On-campus learning
- Additional spending can be added back in for enrollment increases above 510
- DSCR target of 1.80

A key highlight is the DSCR (Debt Service Coverage Ratio, a metric of income to debt that our lender requires we maintain at a minimum of 1.2 in order to avoid default), that is used as a guide in building the budget, with a practice of maintaining a DSCR higher than the bank required minimum.

Lisa continued with an overview of the NWAIS percentiles used as benchmarks for faculty compensation. A Board member provided historical context on past Board budgeting practices, and Trustees discussed compensation and Board policies and practices.

The Board voted on compensation and tuition increases in a single motion.

Motion:

Budget Drivers	2021-22 Budget	Notes
Faculty Raises	Step +	Step averages 1.6%
Small Group	0%	Small Group kept 6% raise for current year
Majority	3.6%	Gives the majority the remainder of the 6%
Catchup for 2020-21 to 6%	\$156,000	To make whole the majority group who accepted the lower raise in the current year
Staff	3.6%	Staff where initially offered 6% for current year, but were given 2.4%
Senior Admin	3%	
Tuition	3%	Same across all grades, modest increases to cover salary increases

Board of Trustees approves the Finance and Budget Committees' recommendations to increase compensation and tuition for the 2021-22 school year on the provided schedule. Notably, compensation increases to bring faculty and staff up to the percentage increase level a small group received in the current year, and tuition increases of 3% across all grade levels.

**M/S/A**

Approval was unanimous with no abstentions.

The Board also voted on an objective to increase faculty and staff compensation to align with NWAIS percentile benchmarks.

Motion: The Board of Trustees supports the Finance and Budget Committees' *objective* to increase faculty and staff compensation to the 25% percentile of NWAIS by the 2022-23 school year, and to the 50% percentile by 2024-25.

**M/S/A**

Approval was unanimous with no abstentions.

**Adjourn:** 8:45 PM

**Attachments:**

A: Agenda

B: Budget 2021-22 Presentation

C: Financial Reports, December 2020