

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF TRUSTEES OF
THE FRENCH AMERICAN INTERNATIONAL SCHOOL
HELD ON February 18, 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 February 18, 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

Absent: none

Guests: Lisa Johnson, Shawna Foster, Ralph Medina

Welcome and Consent Agenda

The meeting was called to order at 6:30 PM by Chair, Julie Falk.

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

M/S/A

Motion: To approve the minutes of the minutes of the Regular January 21 Board Meeting, sent to all board members by email prior to the meeting: Minutes of the January 21, 2021 BoT.

M/S/A

Motion: To approve the minutes of the minutes of the Special January 27 Board Meeting, sent to all board members by email prior to the meeting: Minutes of the January 27, 2021 BoT.

M/S/A

Head of School Report

Scott Hardister reported on his annual goals:

- Checked off the first three goals on the list.
 - There was discussion about the restructuring components of the Sr. Admin team: new roles, split Maternelle & Lower School division heads.
 - Question and discussion about parent involvement on Mission Monitoring based on questions raised at the Annual Meeting.
 - Point raised about having committee notes shared with trustees and publishing committee meeting times (Denisse Reyes to follow up)
- Enrollment Update:

- Bringing on new TPS-K enrollments.
- ~120 applications compared to ~140 same time in prior years
- Discussion followed on re-enrollment process and how we can have applications without deposits. Limits to the Veracross system related to some families preferring to pay deposits via check rather than electronically. Lisa Johnson to follow up.
- Reopening Update:
 - Reopening meetings going well at grade levels.
 - Open positions for Maternelle and Lower School Division Heads anticipated being filled by early March. Noted that parent community education on what the various Sr. Admin roles do may follow.
- Adjacent Property Update: Scott has been working with a parent volunteer on the Site Committee to draft an official offer letter to be mailed in the coming days.

Executive Committee Update

Julie Falk reported for the EC the following:

- Engaged in agenda setting for upcoming meetings
- Reflections on Annual Meeting

Facilities Cost by Year Review

Ralph Medina, Director of Facilities for FAIS, gave a presentation on Facilities Costs by Year. This is a spreadsheet maintained with future costs and work to be done to maintain the campus facilities. Costs shown have been based upon vendor provided lifecycle estimates, so they are third party based. The overall goal is to keep the facilities in good condition. This presentation had previously been shared with the Finance Committee and the Site Committee.

Trustees asked what we should know about the facilities, with the response that maintenance must be done, it can't be deferred. Discussion followed around site and investments in the short term versus longer term capital investments. There was also discussion of the PPRRSM reserves versus the total costs on the spreadsheet. It was noted that the spreadsheet will be indexed to future dollars, as it is not currently. Finance is working to define what the PPRRSM reserves are for.

Ralph Medina left the meeting after the presentation.

Finance Update

A Finance update was provided covering these topics:

- Second draw PPP Loan proceeds have been received.
- First draw PPP Loan is in the process of forgiveness.
- Board approved refinance is in process, with Lisa Johnson pushing the lender to speed things up, though it's been slower than anticipated due to the school's loan structure. Completion of the refinance is targeted for 8 weeks out.
- Return to in-person, on-campus learning will end the Tuition Credits approved by the Board at the July 21, 2020 meeting.
- Finance Committee is looking into pulling into the current year's budget the faculty catchup one-time payment if budget allows for it, rather than deferring to the next fiscal year.

Development Update:

Shana Foster, Director of Development, provided an update to the Board on fundraising activities.

- Annual Fund on pace with prior years. Tuition credits have been separated from Annual Fund giving to allow for better review and comparisons to prior years.
- Reinforced Board giving expectations.
- Question about what the Board can do to increase giving. Discussion followed, with Charles Jenkins highlighting how FAIS continues to professionalize Development. Removing Room Parents as Annual Fund reps was an example given.
- Shawna would like more time for major giving discussions overall.
- Asked what more we can do to increase Development, these examples were given as places to start:
 - Alumni
 - Corporate
 - Community
- It was also noted that people give when there's something to give to.
- Trustee asked if there were additional investments needed in human resources for development.
- Shawna provided a recap of the 1979 Society
- Gala Update:
 - Ticketed event virtual event, but with a free option as well.
 - Mostly pre-recorded segments, but with a live Auctioneer.
 - Special Appeal will be for Gym updates/additions that work with our IB curriculum.
 - Adding new flooring
 - Bleachers
 - Bouldering Wall

At 8:25PM the meeting went into closed executive session with all guests and Scott Hardister leaving the meeting.

Closed Executive Session – Head of School Contract:

Board Chair Julie Falk lead a discussion on the contract renewal for the Head of School that had been sent to Trustees ahead of the meeting.

Motion: To approve the Head of School contract for a 3-year term as presented with the provision for Julie to revisit the notification term listed.

M/S/A

Following the vote on the Head of School Contract, Scott Hardister was invited back to the meeting and he rejoined.

Committee on Trustees:

Board had a brief discussion on the pre-read NAIS article for governing in and through a pandemic.

Adjourn: 9:00 PM

Attachments:

A: Agenda

B: Facilities Costs by Year