

**Friends of The Volcano School of Arts & Sciences**

**Meeting Minutes**

**February 13, 2020**

**4:30 PM**

**Keakealani Campus**

**APPROVED MINUTES**

Directors Present: Lorna Larsen-Jeyte, Mara Saltzman, Kalima Kinney, David Goodman, Jeffrey Mermel, Melissa Fletcher, Ian Cole, Aubrey Hawk, Matt Luera

Directors Absent:

Guests/Members Present: Ted Pirsig, Lynn Melena, Seth Warner

Call to order: Ian Cole called the meeting to order at 4:35PM.

Welcome/announcements: Seth Warner, guest (architecture) was welcomed.

January 2020 evotes:

**David Goodman motioned to approve additional funds to complete the audit; Lorna Larsen-Jeyte seconded;** discussion occurred by email; **all in favor (8); none opposed.**

**Jeffrey Mermel moved that Civil Construction contract with Integral Consulting as the Friends preferred vendor for soil testing at Keakealani; David Goodman seconded; all in favor (8); none opposed.**

Minutes from January 2020: Last month, Ted Pirsig stated that FVSAS would probably need to consult the Attorney General in terms of how CIP money would go from the Commission to the school and then to FVSAS, however, a process has been worked out with the Commission, without needing to involve the AG.

**Ian Cole motioned to accept the January 9th, 2020 minutes; Matt Luera seconded;** no discussion; **all in favor (8); none opposed.**

Financials: Financials consisting of 1/31/20 Profit & Loss by Class, 1/31/20 Balance Sheet, 1/31/20 Kitchen GIA summary and 1/31/20 Cash Funds Summary were presented.

Reasoning for FVSAS' recent change over to accrual basis on accounting were discussed.

Profit & Loss by Class under unrestricted funds on accrual accounting sheet show a negative 14,152.71. This can be resolved by moving funds from a different funding category, because the FVSAS restricted building fund was simply board restricted. We can unrestrict \$15,000 to pay for the audit.

**David Goodman motioned to move \$15,000 in funds from board restricted funds to unrestricted funds; Lorna Larsen-Jeyte seconded;** discussion was on the future movement of funds to pay for future audits; **all in favor (8); none opposed.**

One of the equity accounts shows a negative balance; this can be adjusted in the next audit cycle.

Nothing has changed in the kitchen grant.

**David Goodman motioned to accept financials as presented; Melissa Fletcher seconded;** no further discussion; **all in favor (8); none opposed.**

The 2 main findings of audit have been already addressed since Ted Pirsig took over the bookkeeping in July: accrual accounting and internal controls. Bank statements will be distributed to FVSAS Directors.

Other audit topics include keeping IRS records for donors and establishing a Whistleblower Policy.

**Secretary Mara Saltzman will make a folder in teamwork to file IRS letters to donors, with confidentiality, to share with only FVSAS Officers (and Kalima Kinney as School Director).**

Whistleblower Policy does not need to be in the bylaws but FVSAS would need to vote on it and possibly adapt the school's Whistle blower Policy.

Capitalization threshold and item useful-life was discussed. **Ted Pirsig will review FVSAS Procurement Policy and make sure we have a capitalization proposal for the next meeting.**

**David Goodman motioned to accept the financial audits of the periods covered; Jeffrey Mermel seconded;** no further discussion; **all in favor (8); none opposed.**

Construction: One permit has not been received, and was possibly lost in mail. There is a Notice to Proceed and Change Order for soil testing for Ian Cole to sign. Civil contract is ready to go once this Change Order is signed. Geotech can happen at the same time as soil testing. There is a construction team meeting being scheduled for the end of the month. Atherton Grant is extended to March 7th; once the grubbing permit arrives in mail, FVSAS will move closer to meeting Atherton deadline.

Bidder(s) who were not selected received notice.

Tamar's contract ends in March. A contract is being drafted currently, including the Project Management piece. Her proposal will state cost at \$2,100 per month plus GET and reimbursement for travel.

Discussion included the possibility of doing a RFP for Project Management. Once it goes beyond \$50,000 a year, a RFP is required. **Kalima Kinney will work on getting a proposal from Zendo Kern.**

For public information to be shared, FVSAS needs to communicate that dogs cannot be permitted on jobsite (the community currently uses the campus as a dog park).

Roles of people on both FVSAS and the Governing Board need to be addressed and the Attorney General will need to be consulted.

BIT building at OVR campus is coming down this summer in the first few weeks of June. Liability during the tear down and hauling off was discussed including its need to go as-is with a hold harmless clause.

Our portable, unassembled building currently has a Temporary Use Permit.

Jeffrey Mermel asked Seth Warner if his current contract needs to be revised. Tamar will work with FVSAS on this.

CDBGDR Emergency Shelter and Food Sustainability: A proposal was submitted. **Kalima will call and get an update.**

Nominations: **Mara Saltzman motioned to extend Lorna Larsen-Jeyte's term as Director for another two years; Jeffrey Mermel seconded; all in favor (8); none opposed.**

Project Management: Tamar's contract was shared in the meeting.

**Aubrey Hawk motioned to accept Tamar's contract from Wainui, Inc. at \$2,100/month plus GET and travel expenses;** discussion was about the need to put an 'up to' and not to exceed amount on the travel expenses; keeping Zendo Kern on as a expeditor for permitting was discussed; the question of whether or not onsite monitoring is included in scope of contract was asked; it was asked if contract could state what Wainui Inc. is not going to do. This discussion will be resolved by email and evote or in the next meeting.

Unfinished Business: Aubrey Hawk is working on an update for the school website, which can be mirrored on FVSAS website. Having FAQs may not be needed. **Seth Warner volunteered to send images to FVSAS to add to the website.**

Next meeting date/time: March 12, 2020.

Motion to adjourn: **Ian Cole** motioned to adjourn at 5:55PM; **Matt Luera** seconded; all in favor; none opposed.

Minutes respectfully submitted by  
Mara Saltzman  
FVSAS Secretary  
February 13, 2020 Draft  
March 12, 2020 approved