

**Board Meeting Minutes**  
**American International School of Utah**

March 20, 2018 @ 4:00 p.m.

Welcome – Roll Call

Board Members Present: Kent Burggraaf; Matt Bowman; Craig Lawson (arrived after Public Comment); Diane Longhurst Johnson; Lisa Taylor-Swanson; Nathan Justis (non-voting); Laura Hamilton (voted on and appointed to a 3-year Board term)

Excused Board Members: Dan Griffiths

Staff: Tasi Young; Lincoln Fillmore (Charter Solutions); Schon Nielsen (Charter Solutions); Annie Romano

Public: Monnica Manuel; Kurt Michelsen; Mindy Young; Eric Winter; J. Owen (?); David Nelson; Nick Galieti; Miles Austin; Sophia Weiss; Laura Hamilton; Jamie Adamson; Kristina King

Approval of Agenda

Motion: Matt Bowman

Second: Diane Longhurst Johnson

For: Unanimous (passes)

Against: None

Approval of minutes for February 20, 2018 Board meeting

Motion: Lisa Taylor-Swanson

Second: Matt Bowman

For: Unanimous (passes)

Against: None

Public Comment:

Sophia Weiss (PTO) – Commented on success of Gala, raising over \$10,000, towards athletics facility

Jamie Adamson (PTO) - Added to comment of Sophia Weiss

AISU School Director and AIS Manager Search

**Assignment:** Nathan Justis to work with Lincoln Fillmore and Laura Hamilton to develop a job posting, with a goal to have it posted within 10 days, with a 30-day submission period.

**Assignment:** Kent Burggraaf, Laura Hamilton, Nathan Justis to participate in a paper-cut upon review of applications submitted. Invite Jennifer Humphries and Brandon Hess to also participate in the paper-cut.

Laura Hamilton and Lincoln Fillmore to advise on applicant process.

Motion to take the Board Member/Recruitment Committee report and items out of order: Diane Longhurst Johnson

Second: Matt Bowman

For: Unanimous (passes)

Against: None

Board Member/Recruitment Committee:

Diane Longhurst Johnson presented the applicants for the Board Secretary position: Monnica Manuel; Austin Miles; and Kristina King. Additional information will be provided regarding the applicants during executive session, related to the applicants' professional competence. The Board's vote regarding appointment of one of the applicants as the Board Secretary is postponed until after executive session.

Diane Longhurst Johnson presented Laura Hamilton as an applicant for a 3-year Board term.

Consideration of Appointing Laura Hamilton to a 3-year Board Term

Motion: Lisa Taylor-Swanson

Second: Diane Longhurst Johnson

For: Unanimous (passes)

Against: None

Diane Longhurst Johnson presented Mindy Young as interested in a 3-year Board term. Ms. Young has been interviewed and has development experience. Ms. Young was invited to take a few minutes to explain her interest in a Board position. The Board is interested in having a vote on her appointment before the Board meeting in April. A Board meeting will be scheduled for next week to consider the appointment of Mindy Young to 3-year term on the Board.

#### Consideration for Adopting Continuing Enrollment Measurement Policy

Motion: Lisa Taylor-Swanson

Second: Matt Bowman

For: Kent Burggraaf; Matt Bowman; Craig Lawson; Diane Longhurst Johnson; Lisa Taylor-Swanson (passes)

Against: Laura Hamilton abstained

#### Consideration for Adopting of Board Governance Policy

Motion: Matt Bowman

Second: Diane Longhurst Johnson

For: Unanimous, including Laura Hamilton (passes)

Against: None

Policy will have page numbers added, as well as the date adopted.

#### Consideration for Adopting a Resolution Regarding Check Amount Limit Requiring Two Signatures

Motion: Craig Lawson

Second: Matt Bowman

For: Kent Burggraaf; Matt Bowman; Craig Lawson; Diane Longhurst Johnson; Lisa Taylor-Swanson; Laura Hamilton (passes)

Against: None

Board Chair to sign the resolution, which will be maintained with AISU policies

#### State of the School Report

Introduction of K2 Leadership Staff: Eric Winter; David Nelson; and J. Owen (?). Discussion of the beneficial partnership with AISU and the shared use of the auditorium, created with funds raised by K2.

Nathan Justis: Financial report card will be forthcoming from Charter Solutions. Nathan Justis has been working with Stacey Hutchings, as a mentor for improving academic achievement. Ms. Hutchings provided a training to the AISU core academic team regarding the 4 Disciplines of Execution, focusing on AISU's academic performance. Core academic team will be meeting weekly to report on efforts to achieve academic goal, review performance data, and make plans for the coming week.

Communication was sent out to the AISU community regarding the March 14<sup>th</sup> walkout. Positive responses were received.

Prior to next Board meeting, AISU will be sending out a survey to all parents, staff, and students. Nathan Justis will coordinate with Laura Hamilton in using Qualtrix for the survey.

AISU DECA students performed very well. 17 of 28 students are going to the international competition.

Staff is working on getting AISU sign at south entrance repaired, after it was blown over.

Nathan Justis is working on AISU 5.0 presentation, scheduled for second week in April. Encouraged by Board members to share information before the AISU 5.0 presentation, through social media, newsletter, etc. This will include information about the curriculum, athletics facility, and financial status/progress of AISU. New families will be invited to presentation.

#### AISU International Program

Annie Romano explained the status of the International Program and changes to the program. She explained the recruiting methods used and the relationship with Realms. There are two issues to be addressed: (1) AISU needs to acquire SEVP status (i.e., SEVIS approval); (2) Realms needs to play their proper role in managing international student programs, or partnership agreement needs to be revised.

Board members endorsed Ms. Romano pursuing the SEVP application; Nathan Justis explained the costs involved will fit within budget. Realms and AISU contract needs to be reviewed and revised, to appropriately manage funds and international student program.

#### Committee Reports

Academic Excellence – Lisa Taylor-Swanson: No report.

Advisory Council – Diane Longhurst Johnson: Differed to Advisory Council member, Austin Miles

Survey to be sent to students and parents

Buddy box initiated with elementary school

Anti-bullying committee created

Working with Jen Humphries on having two annual events, Parents Empowered Nights

Audit – Dan Griffiths: No report.

Board Membership/Recruitment – Diane Longhurst Johnson: Handled out of order.

Financial Responsibility – Craig Lawson: Presented some figures related to increasing revenue by adding 40 students, saving on portable rentals, saving on facility rental costs, and potential rental revenue by a new athletics facility. Still awaiting information that will allow a comparison of Actually spent money year-to-date compared to the annual Budget amounts. There was difficulty getting past Quickbooks' data, which has been resolved. Will have Actual compared to Budget by next Board meeting.

Capital Fundraising & Innovations – Diane Longhurst Johnson

Athletics Facility: Diane Longhurst Johnson reported that the Brands are willing to help this move forward, but they are not in a hurry. They would like to see if AISU's financials are stable at the end of the year.

Communications – Matt Bowman: Met with PTO leadership, Sophia Weiss and Jamie Adamson. Scheduling another Communications Committee meeting soon.

Consideration of Becoming the Lead School Partner for the SLC LemonadeDay.org Entrepreneurship Program (working with John Mecham)

Motion: Lisa Taylor-Swanson

Second: Laura Hamilton

For: Unanimous (passes)

Against: None

Contract Committee – Kent Burggraaf: No report.

Curriculum Committee – Nathan Justis

Consideration of Appointment of Additional Members (the core academic lead teachers)

Motion: Laura Hamilton

Second: Lisa Taylor-Swanson

For: Unanimous (passes)

Against: None

Nathan Justis reported on Curriculum Changes (Offering C Grades, AP Classes, Intensives, etc.). Suggested that he seek parent input related to changes, specifically related to offering C grades.

Consider Approval of PE Credit Substitution

Motion: Diane Longhurst Johnson

Second: Matt Bowman

For: Unanimous (passes)

Against: None

School Trust Land Council – Nathan Justis: Presented Council member, Nick Galieti to present proposed School LAND Trust Funds School Plan 2018-2019: He explained the four goals to address academic needs of AISU and the planned expenditures to address those needs.

Consider Approval of School Land Trust Proposal

Motion: Diane Longhurst Johnson

Second: Laura Hamilton

For: Unanimous (passes)

Against: None

Chairman's Report– Kent Burggraaf: No report.

Motion to go into Executive/Closed Session, in accordance with the Utah Open and Public Meetings Act for the following or other purposes outlined in the law: 1) to discuss the character, professional competence, or physical or mental health of individuals; and 2) to discuss pending or reasonably imminent litigation: Matt Bowman

Second: Diane Longhurst Johnson

For: Kent Burggraaf; Matt Bowman; Craig Lawson; Diane Longhurst Johnson; Lisa Taylor-Swanson; Laura Hamilton (passes)

Against: None

Executive Session (Roll Call)

Present: Kent A. Burggraaf; Matt Bowman; Craig Lawson; Diane Longhurst Johnson; Lisa Taylor-Swanson; Nathan Justis; and Laura Hamilton

Invited to Closed Session: Tasi Young

Motion to exit Executive/Closed Session and go back into open session: Matt Bowman

Second: Laura Hamilton

For: Kent A. Burggraaf; Matt Bowman; Craig Lawson; Diane Longhurst Johnson; Lisa Taylor-Swanson; Nathan Justis; and Laura Hamilton (passes)

Against: None

Craig Lawson and Lisa Taylor-Swanson excused from the meeting.

Consideration of Appointing of Monnica Manuel as Board Secretary

Motion: Diane Longhurst Johnson

Second: Matt Bowman

For: Kent Burggraaf; Matt Bowman; Diane Longhurst Johnson; Laura Hamilton (passes)

Against: None

Assignments and Future Agenda Items: Assignment discussed during the meeting.

Adjournment

Motion: Laura Hamilton

Second: Matt Bowman

For: Unanimous (passes)

Against: None

## **AIS, LLC Members Meeting**

March 20, 2018

Start time: 6:00 p.m. (or immediately following the AISU Board meeting)

### Welcome – Roll Call and Confirmation of Proper Notice

#### AIS Members Present:

Representing AISU: Kent A. Burggraaf; Matt Bowman; Diane Longhurst Johnson; Laura Hamilton; Nathan Justis

Class B Members: Ying Bei (“Ellie”) by phone

Staff: Tasi Young

Public: Austin Miles

### Approval of Minutes of February 20, 2018 meeting

Motion: Diane Longhurst Johnson

Second: Matt Bowman

For: All of class A representatives, except Laura Hamilton (abstaining), and Ying Bei

Against: None

Motion fails due to the Class A member not having sufficient votes (i.e., failure of a majority of the AISU Board members in attendance and voting in favor).

Motion to postpone approval of minutes for February 20, 2018 meeting: Laura Hamilton

Second: Matt Bowman

For: Unanimous (passes)

Against: None

### EB-5 Status Report – Tasi Young

#### Consider Ratification or Approval of Documents Prepared by Legal Counsel Related to EB-5 Application

Legal counsel and Tasi Young have advised that we may have more time to prepare and review documents. They are optimistic that all necessary documents and requirements for the EB-5 applications can be met. AIS, LLC Operating Agreement is only document for consideration, and is addressed later in the agenda.

#### Consider Ratification or Approval of Future Documents Prepared by Legal Counsel Related to EB-5 Application by Subsequent Written Consent of the Members (rather than a Meeting of the Members, if necessary)

Motion: Diane Longhurst Johnson

Second: Laura Hamilton

For: Unanimous

Against: None

### Discussion Regarding the AISU – AIS Management Agreement – Tasi Young

#### Approval/Ratification of AIS, LLC Operating Agreement, with updates to Schedule A

Tasi Young explains the changes being made by legal counsel, for the purpose of ensuring the success of EB-5 applications. Clarified that legal counsel, Ron Haslim represents both the EB-5 investors and the Class A member, AISU. Explained that this amended operating agreement will be presented to each of the Class B members for consideration and signature. If passed, then the operating agreement will be signed by Kent Burggraaf, as Board Chair for the Class A member. This operating agreement can be amended further in the future, if needed, but the changes being proposed here are focused on what is necessary to facilitate EB-5 application. Many of the changes relate to pairing down language that makes the investment seem like a loan or guaranteed repayment. That prior language inhibited the funds appearing to be at risk. The Members are voting on the operating agreement presented the Schedule A attached, with the updated members, capital contributions and other information. Tasi explained that Xu Yuan’s capital contribution would be readjusted to \$500,000, since Xu Yuan had not yet paid the \$9,000 toward Ron Haslim’s fee, at the time of this vote; this capital contribution may be adjusted to \$509,000

by Tasi Young, once paid. Yanfeng Zhou has paid Ron Haslim's agreed fee of \$9,000, for which Yanfeng Zhou's capital contribution represents.

Motion to approve AIS, LLC Operating Agreement, as amended, with adjustment to Xu Yuan's capital contribution on Schedule A: Matt Bowman

Second: Diane Longhurst Johnson

For: Class A member representatives present voting unanimously in favor; Class B member, Ying Bei, abstains

Against: None

Status of Office Space in Downtown Salt Lake City – Tasi Young: Had an interested person, but they withdrew. Still working with property manager to have the location re-leased by another, which will then let us out of our lease and monthly expense.

Additional Action Items/Future Agenda Items: None noted.

#### Adjournment

Motion: Laura Hamilton

Second: Diane Longhurst Johnson

For: Unanimous (passes)

Against: None

[Notice: This meeting included a meeting of a quorum of the AISU Board, representing the Class A Member of AIS, LLC.]