

**Friends of VSAS
Board Meeting Minutes
November 2, 2015 2:32-3:25pm
Keakealani Campus**

Call to order: The meeting was called to order by Board Chairman Daryl Smith at 2:32 pm.

Board members present: David Goodman, Mark Mattice, Daryl Smith, Mara Saltzman and Amalie Dorn.

Board members absent: Joel Kelly

Guests: Lisa Canale, Linn Malena, Elizabeth Fein, Jo McDonald, Kalima Cayir, Jack Millon.

Daryl's meeting with the governor's office to try in resolve getting the GIA funds released to FVSAS for the Commercial Kitchen did not work out. The people who were supposed to meet with Daryl did not show up.

Daryl seeks approval to set up a conference call every Tuesday for the Tax credit Grant from Wells Fargo. Daryl is working on 3 grants currently. The GIA grant for a commercial kitchen, Community Grant for embellishment which would allow us to hire a fundraising manager and the New Market tax credit opportunity grant from Wells Fargo.

Previous Minutes: Mark Mattice presented previous board minutes from October. **Amalie Dorn, moved to accept the minutes as presented, David Goodman seconded; vote was unanimous in favor, none opposed.**

Kamehameha Lease: A property line discrepancy at the elementary campus has been resurveyed by Island Surveyors and they have redrawn a new map. The new map has been signed off on and is now before the county for approval. This needs to be resolved before Kamehameha School will release Peter Vana from the lease. Daryl will hire somebody to sit on this negotiation (for \$1,500- \$2,500) until it is completed.

Bylaws Committee: The bylaws Committee have submitted a proposed set of bylaws which amend the current set of bylaws (see attachment). The proposed bylaws will be amended with the following. Article 3 C) the line "There will be no less than five directors at any one time", will be amended to read, "There will be no more than nine board members at any one time." The line which reads "A chairman of the Board No paid member of the faculty or staff of VSAS may be a director or officer of the FVSAS" will be stricken. Under Article 5 replace the words "immediate termination" with "will be cause for termination". Article 11 B) will be stricken and replaced with "Execution of Contracts will be governed by the Procurement Policy". Article 11 D) Insurance. Add " FVSAS will maintain General Liability insurance". A paragraph will be inserted which describes the relationship between VSAS and FVSAS. We will insert the same paragraph as it is written in the VSAS bylaws. Article 8 replace "the a meeting" with "a meeting". Replace "resolution authorizing" with "resolution via email authorizing". Article 3 C) add "The Chairman of VSAS Board will be a voting member on the FVSAS Board". Article VI;

Conflicts of interest, in the 2006 bylaws will be added as Article 13 to the new bylaws. **David Goodman moved to accept the new bylaws as amended on this day, Amalie Dorn seconded; vote was unanimous in favor, none opposed.**

Motion to Adjourn: **David Goodman moved to adjourn the meeting at 3:25 pm, Mark Mattice seconded; vote was unanimous in favor, none opposed.**

Next meeting will be on Monday December 7, 2015 at 5:30 pm at KKL. We will amend the Procurement Policy and elect officers.

Mark Mattice,
Secretary

Draft 11/20/2015