

**Etudes Board of Directors
SPECIAL Meeting: Review of Form 990
Friday November 6, 2009, Teleconference**

Present: John Wagstaff (Chair), Jon Townsend, Ed Gould

Ex-Officio: Vivie Sinou

Guests: Bill Swackhamer (CPA)

Absent: Eric Ichon, Charles Severance (Secretary), Dianne Rosner (Vice-Chair)

Meeting came to order: 1:00PM PST

Review of Form 990

Review on description of organization's mission and most significant activities.
Unanimous agreement on language. Taken from docs filed with 501c3 app to IRS.

Review of description for program expenses (Form 990, 4a). Correction was made in the program service accomplishments statement; change "facilities" to "instructors."

Review of Governing Body and Management section; ensuring that policies and processes are in place for proper governance (annual signing of conflict of interest policies by Board members, whistleblower policy and data retention policies are in place). All of these documents are posted publicly on the corporation's website.

There was agreement that the later is true: No Board member or officer have a family relationship or a business relationship with any other officer, director or key employee.

Review and agreement on Compensation of Officers and Directors. Only the Executive Director of Etudes, Inc. is a compensated officer. The rest of D&O are volunteers.

Review of Statement of Functional Expenses. It was determined that 80% of the expenses are allocated to program service expenses and 20% to management.

Review of the narrative statements under supplemental information. Agreement on compensation review and approval process for officers and key employees followed.

The following corrections were suggested:

1. Remove the "h" from Jon Townsend's name
2. Remove the "Dr." from Ed's name

A corrected copy of Form 990 will be sent to the Board prior to being filed.

Meeting Adjourned - 1:50 PM

Respectfully *submitted* – Vivie Sinou