



APPROVED

on 12/21/2017 *dc*

Unity Church of Hawaii Board of Trustees Regular Meeting Date: November 28, 2017 Unity Church of Hawaii, 201
Board Members Present: Jo-Ann Adams, Rickie Banning, Marsha Bethards, Debbie Catania, Thomas Gallagher, Richard Hughes, Rev. Tim Lytle, Kathy Whitmire Excused: Ralph Whitaker, Loke Simon

AGENDA	INFORMATION ITEM/DISCUSSION/CONCLUSIONS	FOLLOW-UP/ACTION
Call to Order	Called to order 6:01 p.m.	
Opening Prayer and the Lighting of the Christ Candle	Opening prayer was led by Rev. Tim.	
Roll Call	Roll was taken, a quorum is present.	
Reading and approval of the Agenda of 11/28/2017	Rev. Tim requested to add two items to the agenda: C. Information on staff duties D. Protection of Personally Identifiable Information (PII) Potentially emergent. Discussion: <ul style="list-style-type: none"> • This agenda is being completed from the last meeting. If we complete the agenda items from the prior meeting, we can add to the agenda. • Agenda items must be submitted and posted in advance. • The Transparency policy is silent on how new items can be added to the proposed agenda before it is adopted. • This is a special meeting that has its own agenda. • Add to the agenda by suspending the rules with two thirds vote. • Only suspend the rules to add action items if it is declared an emergency item. • Are the items proposed by Rev. Tim "action items?" 	Attachment #1 Amended Agenda of 11/28/2017.



	<ul style="list-style-type: none">○ Clarification of staff duties and the transformation of accounting systems.○ Other item is emergent, and the church can be liable. <p>Kathy made a motion to add the item that she sent in email today to have Wickoff and Combs to do the independent review, the financial statements of Unity Church and Unity School for the year 2015 under New Business. Rickie second.</p> <p>Seven approved. One abstention. Motion approved.</p> <p>Rev. Tim made a motion to present information regarding the staff and bring up emergent information regarding Protected Information to New Business. Marsha second.</p> <p>Discussion:</p> <ul style="list-style-type: none">● How do we define when an agenda item is an emergency?● Emergent items would place liability, risk, danger, safety issues upon the organization.● Present the information that would protect Personally Identifiable Information of employees and contracted personnel. Would like to bring the issue before the board to make a decision that protects private personal identifying information?● Concern about adding an action item based on emergency item when there is no idea of what the action will be.● Important to hear the discussion and action can be to table the discussion at the next board meeting.	
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	<ul style="list-style-type: none"> • The motion in question will address Personally Identifiable Information (PII) of the employees that are contained in the QuickBooks files. • Staff is concerned about PII information contained in the QuickBooks files. We are here to speak on behalf of the staff as well as all our congregants. What is our procedure to protect PII? • This issue must be resolved soon because it is a liability issue. <ul style="list-style-type: none"> • Liability issue involving PII that must be resolved sooner than later. We need to do our due diligence. • Surety bond is to resolve liability issues. • Recommend forming a committee at the time the agenda item comes up. <p>Motion passed unanimously.</p> <p>Kathy made motion to approve the agenda as amended. Jo-Ann second. Motion approved unanimously.</p>	
Affirmation of Purpose	Thomas led the Affirmation of Purpose.	
Approval of the Minutes of 11/16/2017 7:00 p.m.	<p>Page 5, Bullet #1. Add corrections of attachment #2 submitted by Jo-Ann. Include Attachment # in Action column.</p> <p>Bullet #4. Add “are” to “Kathy will call a meeting of the Investment committee to consider any short-term changes that <u>are</u> needed.”</p> <p>Bullet #6. Redline insertion of 9/21 minutes on page 6 should read, “Legacies of Aloha-An Endowment is in the process of reviewing IRS statutes to determine status/type of organization-which will probably be a 509(a)(3) Type 1.”</p>	Attachment #2 Minutes of 11/16/2017



	<p>Page 8. Add note. “Two systems will not run concurrently but the old system will likely be in use for as much as a year until audits are completed through 2017.”</p> <p>Richard moved to approve minutes as amended. Marsha second.</p> <p>Motion approved unanimously.</p>	
<p>Finance Report</p>	<p>A. Proposed end-of-year fundraising letter.</p> <ul style="list-style-type: none"> • Who should this letter come from. • Rev. Tim would like for the letter to come from the “spiritual leader of the congregation”. <p style="padding-left: 40px;">Kathy moved to send fundraising letter from Rev. Tim requesting end-of-year donations. Second by Richard. Motion passed unanimously.</p> <p>B. Request special board of trustees meeting to consider the 2018 operating budget.</p> <ul style="list-style-type: none"> • Request for overview of the process. • Finance committee will have a proposal prepared for this meeting. • Budget should be completed before the next year actual budget year. <p>Rickie made a motion to have the special meeting on Thursday, January 4. Richard second. Seven approved. One opposed.</p>	



<p>Committee Reports</p>	<p>A. Facilities Committee. Report distributed. Scotty’s Roofing not able to do the job. Akamai did not know that we needed the 7-inch gutter. Still needs to submit a bid based on 7-inch gutters. Need new bids on work to be done.</p> <p>B. Unity of Hawaii Endowment Foundation Changes were proposed by Richard and accepted by the Endowments Committee. The Committee did not accept Richard’s recommendation to remove Endowment directors without cause. The directors meet quarterly at a minimum.</p> <p>Kathy made a motion to change item d. to read: “Directors may be removed by vote of the Church Board of Trustees if they miss two consecutive Board meetings. “ Richard second. Motion passed unanimously.</p> <ul style="list-style-type: none"> • Board of Directors of the Endowment Foundation will be responsible for the direction of investments. • Board of Trustees will elect the five member Board of Directors of the Endowment Foundation who will select an investment manager to manage the investments. Existing Investment committee will not continue once the Endowment Foundation Board is in operation, but members of the Committee would be eligible to be elected to the Board of the Endowment Foundation. • Senior Minister is a nonvoting ex officio member. • IRC Section 509(a)(3) creates separate organization under the church’s 501(c)(3). Endowment fund will support the Board of Trustees of the church. 	<p>Attachment # 3 Facilities Committee Report dated 11/7/2017.</p> <p>Attachment #4 Unity of Hawai’i Endowment Foundation Bylaws report</p>
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<p>7:55 reconvene.</p>	<ul style="list-style-type: none"> • Questionable large withdrawals made from Legacies of Aloha led to the proposal to create the Endowment Foundation. 509(a)(3) solely tied to the church. • Called a supporting organization of a supported organization. <p>Kathy made a motion to give preliminary approval pending legal review and final approval to create 509(a)(3) support corporation by the name Unity of Hawaii Endowment foundation for the benefit of the Unity Church of Hawaii and to adopt the bylaws and appendices for that corporation as amended.</p> <p>Richard second.</p> <ul style="list-style-type: none"> • The bylaws of the Foundation will be followed by the Board of Directors of the Foundation and also by the Board of Trustees of the Church. • Distributions can be added to the operating budget of the church. • Endowment Foundation will not allow for a loan to be taken. • Drawback is lack of flexibility of distributions. <p>6 approved. 2 opposed. Motion passed.</p> <ul style="list-style-type: none"> • Determining the intent of Legacies of Aloha was convoluted and problematic. Only 2007 and 2012 withdrawals were in keeping with the intent of Legacies of Aloha. • 2014 withdrawal of should be paid back because was not in keeping with the intent of Legacies of Aloha. • By withholding the 4% until the total is paid. • Congregation will ultimately decide on making payment back to the endowment fund. 	
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	<ul style="list-style-type: none"> • The funds should be paid back. \$140,361.22 (\$150,000 - \$9638.78) • We are hamstringing the church should we fall on hard times. • Funds were funds directed to Legacies of Aloha restricted for certain uses. Were funds used for the restricted use. <p>Kathy made a motion that the board recommend to congregation that withdrawals made in 2007, 2012 be acknowledged as appropriate uses of Legacies of Aloha Funds. And acknowledge that funds withdrawn in 2014 were not appropriate and should be paid back by using future available disbursements from the Endowment Fund.</p> <p>Marsha Second. Motion passed unanimously.</p> <p>Endowment foundation will provide a report quarterly to Board of Trustees. Board of Trustees will report to the congregation annually. The treasurer of the Endowment Board of Directors will provide a monthly report to the UCoH Board of Trustees.</p>	
Prayer of Thanksgiving	Thomas led the Prayer of Thanksgiving.	
Unfinished Business	<p>A. Unity School Update.</p> <ul style="list-style-type: none"> • Rev. Tim to organize a meeting with the state licensing agency but no meeting has occurred so far. • Sergio ill. He is talking to the licensing body of the preschool. Licensing person needs to refer the questions to a superior. • Plans are being made to complete the meeting. • Legal avenues must be referred to someone who practices in this area of law. • A meeting was conducted with Sergio on June 1st. • Irregularities are cause for concern. • Be careful regarding requirements for schools. 	Attachment #5 Letter from Kathy Attachment #6 Letter from Sergio



	<ul style="list-style-type: none">• Unusual for the treasurer to have direct access to all financials and direct access to staff.• Be careful regarding requirements for schools and that we are not violating requirements for schools. We need to follow proper procedures regarding schools.• HRS 346-166 Records. Every group child care home and group child care center shall keep such records and shall file with the department of human services such reports as required by rules adopted by the department. All records and all information obtained concerning children, or their parents or relatives shall be kept confidential by the provider and by members of any department herein named.• Treasurer should have access to all accounting records. <p>Rickie moved we get the financials by next board meeting in January. Marsha second.</p> <p>Rickie and Marsha accepted a friendly amendment from Kathy to make the financial records available by next regular scheduled board meeting in January. Marsha second. 5 in favor. 3 abstained. Motion passed.</p> <p>8:45 p.m.</p> <p>Kathy made a motion to stay in session only for the purpose of considering the audit contract of Wickoff and Combs defer everything else. Rickie second.</p>	
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	<p>Rev. Tim would like to address PII tonight. He will not support Kathy's motion because it eliminates everything else.</p> <p>Two in favor. Five opposed. One abstention.</p> <p>Motion failed.</p> <p>Rev. Tim made a motion to stay in session for Wickoff Combs and PII. Marsha second Motion passed unanimously.</p>	
<p>New Business</p>	<p>Jo-Ann made a motion to adopt the proposal by Wickoff Combs. Marsha second.</p> <ul style="list-style-type: none"> • Initial proposal for 2015 review of church financials only was \$17,000 plus GET. • New proposal for 2015 review of both church and school financials is \$15,000 plus GET. • Cost to be split equally between the church and school. Church portion to be included in 2018 budget. <p>Seven in favor. One abstention. Motion passed.</p> <p>PII concerns.</p> <ul style="list-style-type: none"> • Social Security numbers are contained in QuickBooks. • Employees do not want PII to leave the campus. 	<p>Attachment #7 Wickoff Combs & Co LLC</p>



	<ul style="list-style-type: none">• Board must go on record to state a plan of action to protect the confidential information.• Social Security number information has been confirmed to be in QuickBook files.• Church must do due diligence to protect the privacy information.• No one should be giving SSN unless there is a need to know because of a job.• Keep SSN as last four.• We must bring our information, procedures and policies to current standards.• Employee information should be removed from the QuickBooks files.• Different paradigm regarding handling of confidential files.• Larger questions need to be addressed. <p>Richard made a motion for the board to form a committee to research compliance and make recommendations in handling confidential data. Marsha second.</p> <ul style="list-style-type: none">• Records retention. Different requirements.• Do not delay removal of social security numbers from records.• How will the committee be set up? What is meant by a committee to review compliance.• Form a longer-term personnel committee.• Do not delay removal of the PII.• Should focus on the confidential data issue of PII. <p>Five in favor. Two opposed. One abstention.</p> <p>Formation of the committee:</p>	
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	<p>Marsha Rickie Kathy Jo-Ann</p> <p>Ricard made a motion to approve the four board members to the committee. Marsha second. Motion passed unanimously.</p> <p>Rev. Tim made a motion to remove social security numbers from QuickBooks files that don't need to be contained in the files. Richard second.</p> <ul style="list-style-type: none">• Not enough information in the motion. <p>Jo-Ann made a substitute motion that the full social security numbers be kept only in the master file and copies would eliminate full social security number or keep only the last four digits. Marsha second.</p> <ul style="list-style-type: none">• Master requires full social security number.• Those handling files should remove social security numbers.• Not a policy matter and should be handled by staff.• Treasurer has records that contain social security numbers from the QuickBooks files that she has. <p>Motion passed unanimously.</p> <p>Items that have been deferred: Minister Review Next meeting and Town Hall meetings.</p>	
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	<p>Staff information.</p> <p>Discussion</p> <ul style="list-style-type: none"> • UCOH Bylaws require a regular meeting in December. • A motion is required to convene a meeting in December. <p>Third Thursday is 21 December.</p> <p>Kathy made a motion to hold a regular board meeting on December 21, 2017 to finish those items still on the agenda.</p> <p>Rickie second.</p> <ul style="list-style-type: none"> • This meeting will be to cover the 3 deferred agenda items. Additional agenda items should be submitted two weeks prior to the December meeting. <p>Seven in favor.</p> <p>One opposed.</p> <p>Motion passed.</p>	
	<p>Next meeting on December 21, 2017</p>	
	<p>The meeting adjourned at 9:45 p.m.</p>	



Unity Church of Hawaii

Board of Trustees Meeting

Date: November 28, 2017

Attachments to the Minutes

- 1) Amended Agenda of 11/28/2017
- 2) Minutes of 11/16/2017
- 3) Facilities Committee report 11/7/2017
- 4) Unity of Hawai'i Endowment Foundation Bylaws Report
- 5) Letter from Kathy Whitmire
- 6) Letter from Sergio Galisa
- 7) Wickoff Combs & Co LLC

UNITY CHURCH OF HAWAII
BOARD OF TRUSTEES MEETING AGENDA
16 NOVEMBER 2017

- I. CALL TO ORDER (6:00)
- II. OPENING PRAYER (5 MINUTES: 6:00 – 6:05)
- III. LIGHTING OF THE CHRIST CANDLE (7 MINUTES: 6:05 – 6:12)
- IV. ROLL CALL (1 MINUTE: 6:12 – 6:13)
- V. APPROVAL OF THE AGENDA (BE REMINDED THE AGENDA HAS ALREADY BEEN ADOPTED AND ANY CHANGE TO THE AGENDA WILL REQUIRE A 2/3 MAJORITY VOTE) (6 MINUTES: 6:13 – 6:19)
- VI. AFFIRMATION OF PURPOSE (1 MINUTE: 6:19 – 6:20)
- VII. READING OF 2017-11-16 MINUTES / CORRECTIONS / APPROVAL (15 MINUTES: 6:20 – 6:35)
- VIII. FINANCE REPORT / TREASURER'S REPORT (20 MINUTES: 6:35 – 6:45)
(CONT'D FROM 11-16-17 MEETING – SUBPOINTS ADDED FROM SUPPLEMENT FOR GUIDANCE)
 - A. PROPOSED END-OF YEAR FUNDRAISING LETTER
 - B. REQUEST FOR SPECIAL BOARD OF TRUSTEES MEETING TO CONSIDER THE 2018 OPERATING BUDGET
(SUGGESTED DATE: JANUARY 4 OR 6, 2018)
- IX. COMMITTEE REPORTS (30 MINUTES: 6:45 – 7:15)
 - A. FACILITIES COMMITTEE
 - B. B. UNITY OF HAWAII ENDOWMENT FOUNDATION
- X. PRAYER OF THANKSGIVING (1 MINUTE: 7:15 – 7:16)
- XI. UNFINISHED BUSINESS
 - A. UNITY SCHOOL UPDATE (19 MINUTES: 7:16 – 7:35)
 - B. MINISTER REVIEW (15 MINUTES: 7:35 – 7:50)
- XII. NEW BUSINESS
 - A. NEXT BOT AND TOWN HALL MEETINGS (10 MINUTES: 7:50 – 8:00)
 - B. OTHER BUSINESS TO BRING TO THE AGENDA (8:00 – 8:10) WICKOFF COMBS PROPOSAL
 - C. EMPLOYEE PII DATA

B-D. INFORMATION ON STAFF

XIII. ADJOURNMENT (8:10)



Unity Church of Hawaii Board of Trustees Regular Meeting Date: November 16, 2017 Unity Church of Hawaii, 201		
Board Members Present: Rev. Tim Lytle, Jo-Ann Adams, Rickie Banning, Marsha Bethards, Debbie Catania, Thomas Gallagher, Richard Hughes, Loke Simon, Ralph Whitaker, Kathy Whitmire Special Guest: Sergio Galisa		
AGENDA	INFORMATION ITEM/DISCUSSION/CONCLUSIONS	FOLLOW-UP/ACTION
Call to Order	Meeting was called to order at 6:03 p.m.	
Opening Prayer Lighting of the Christ Candle	Rev. Tim led the opening prayer and the lighting of the Christ Candle.	
Roll Call Quorum required: six	All board members present. A quorum was established.	
Reading and approval of Agenda	<p>Kathy made a motion to remove the reference to the Executive Session from this Agenda. Rickie second.</p> <p>Discussion:</p> <ul style="list-style-type: none"> • Executive session may be needed. • Executive Session should be intentional and based on Transparency Policy. • A request was made that Executive Session does not show up on the Agenda and all future agendas. • Clarification was made that the current motion was made to remove Executive Session from this agenda. <p>Nine in favor. One opposed.</p> <p>Motion passed.</p>	(Attachment #1 Amended Agenda of 11/16/2017))



	<p>Kathy made a motion to establish an adjournment time of 8:30 p.m.; Determine if we have items that must be completed. A motion must be made to continue any agenda items; Defer any items not addressed to a special meeting. Marsha second.</p> <p>Richard amended the motion to see the motion become on-going policy into all future meetings. Loke second.</p> <p>The amended motion passed unanimously.</p> <p>Richard made a motion to ensure that if an executive session is required that it be included in the body of the meeting agenda leaving adjournment to the last item on the agenda. Thomas second.</p> <p>Discussion: The procedure is as follows: To suspend the meeting for executive session; To conduct the executive session; To reconvene the meeting to address the actions taken and add the actions to the minutes; Adjourn the meeting.</p> <p>The motion passed unanimously.</p>	
Affirmation of Purpose	Ralph led the Affirmation of Purpose.	
Reading and approval of the Agenda continued.	<p>The agenda was not approved.</p> <p>Richard made a motion to add to New Business, Investments Committee discussion. Kathy second.</p>	



	<p>Discussion:</p> <ul style="list-style-type: none">• Does adding an agenda item comply with the Transparency Policy once the agenda has been published?• The agenda has not been approved and is open for modification.• This issue was not covered in the Transparency Policy. The point of the Transparency Policy is to assure that members of the community should be advised in advance.• Agenda should be established sooner.• Transparency policy states that the agenda should be posted on the website to the newsletter and to the bulletin board.• Does the Transparency policy preclude flexibility from the meeting? We should have a way to be flexible.• Board meeting should be announced in Sunday bulletin and announced in the weekly newsletter.• Read from the Transparency Policy, "Date, time, place, and agenda for the meeting will be announced in advance through the electronic newsletter and on the bulletin board." The motion is not in violation of the Transparency Policy.• A motion is on the floor and all discussion should be germane to that motion. <p>Four in favor Four opposed. Two abstentions.</p> <p>Motion not passed.</p> <p>Kathy made a motion to approve the agenda as amended. Loke second.</p> <p>The motion passed unanimously.</p>	
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<p>Approval of the Minutes</p>	<p>A. Minutes of 9-21-2017. Kathy made a motion to add the numerical vote count for replacement of board member. Please add numerical vote. Loke second.</p> <ul style="list-style-type: none"> • Ballot votes are made so that members are not identified as to who voted for who. Indicating the number of votes cast might compromise the whole purpose of having voted by ballot. • How final tally will reveal how people voted? • Final tally can determine who voted for who. • We should be consistent in the way votes are recorded. <p>Five in favor. Four opposed. One abstention.</p> <p>Motion passed.</p> <p>The following changes must be made:</p> <ul style="list-style-type: none"> • Correct date at bottom of September 19 minutes. • Page 2. Add to the updated amount of tithes payable, "Blessing Hands has been receiving tithes from Unity Church of Hawaii since Fall 2016." • Change "Finance committee has been approached by an anonymous donor to pay off tithes" to "Finance committee has been approached by an anonymous donor willing to pay off the outstanding tithes in the amount of \$7404.54." • Change "Blessing Hands missing from list of proposed allocation of tithes" to "Blessing Hands dropped from the list of proposed allocation of tithes." • Change "Church Board promised to pay \$10K" to "Church Board promised to pay up to \$10K." 	<p>(Attachment #2) Corrections to Minutes of September 21, 2017 submitted by Jo-Ann Adams.</p>
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	<ul style="list-style-type: none">• Add corrections of attachment #3 submitted by Jo-Ann.• Page 3. Finance Report C. Board making plans to address the operating deficit. Bullet #2 to be corrected to read:• “The board must take action to attempt to bring in an additional \$1000 per week.”• Page 5. Legacies of Aloha - Investment Committee needs status. Add, “Kathy will call a meeting of the Investment committee to consider any short-term changes that needed.”• Legacies of Aloha – Unity of Hawaii An Endowment Foundation is a committee in the process of reviewing IRS statutes.• Page 6. Redline insertion should be moved to Legacies of Aloha- Unity of Hawaii An Endowment Foundation in the process of re Committee. <p>Thomas made a motion to approve minutes of September 21, 2017 as amended. Richard second. Nine approved. One abstention.</p> <p>Motion passed.</p> <p>B. October 19, 2017</p> <p>Bottom of page 5. Kathy made the initial motion to make accounting records available. Richard made an amended motion to make the accounting records available on site. Marsha second. After discussion, Richard and Marsha withdrew their motion and second. A vote was then taken to approve the initial motion made by Kathy.</p>	
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	<p>Thomas made a motion to approve the minutes of October 19, 2017 as amended. Marsha second.</p> <p>Motion passed unanimously.</p> <p>C. November 2, 2017. Kathy made a motion to remove all the bullets of discussion on page two. Jo-Ann second.</p> <p>Discussion will assist to understand the context of what was going on at the time.</p> <p>4 in favor. 4 opposed. 2 abstentions. Motion not passed.</p> <p>Richard made a motion to remove sentence on top of page 7 second sentence. "The board's relationship with the school is currently pulling apart." Second by Loke.</p> <ul style="list-style-type: none">• Statement does not concur with Ralph providing guidelines. The statement is commentary.• Should there be guidelines to include or remove.• Preference should be given to including comments and subsequently removed rather than have the secretary act as editor. <p>6 in favor.</p>	
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	<p>1 opposed. 3 abstentions.</p> <p>Motion passed, item to be removed.</p> <p>Thomas made a motion to approve the minutes of November 2, 2017 as amended. Richard second.</p> <p>7 in favor 2 opposed. 1 abstention.</p> <p>Motion passed.</p> <p>Richard requested that we approve the minutes of October 5, 2017 as independent minutes.</p>	<p>Approval of October 5, 2017 minutes must be added to the next agenda.</p>
President's Report	The President's Report was distributed.	(Attachment # 3) President's Report
Senior Minister and Church Reports	Thank you, Rev. Tim	(Attachment #4) Church Reports
	5 min break at 7:57 p.m. Reconvene at 8:07 p.m.	
Finance Report	<p>Finance reports distributed.</p> <p>a. Profit and Loss statement October 2017. Report on action auction will be reported in coming weeks.</p> <p>b. Proposal to transform accounting system.</p> <p>Rickie made a motion to adopt the proposal for the transformation of the accounting system. Jo-Ann second.</p> <p>Discussion:</p>	<p>(Attachment #5) Supplement to proposed Board of Trustees meeting agenda Nov. 16, 2017.</p> <p>(Attachment #6) October P&L YTD.</p> <p>(Attachment #7) Proposal for Transformation of Accounting System for Unity Church of Hawaii November 2017.</p> <p>(Attachment #8) Evaluation of Contract Accounting Proposals.</p> <p>(Attachment #9) Proposed Division of Accounting Duties</p>



(Attachment #10) Letter from Steven Lee, CPA, Inc

- Amount of risk by outsourcing the accounting is lower than risk of in-house accounting. Outside professional reviewing on a weekly basis and outside professional advice on how to set up systems and internal controls.
- Steven Lee will do compilation work taking source information provided by the church and enter the information into QuickBooks. The disclosure is standard to CPA firms doing the same compilation work.
- The proposal does not include the preschool, only the church.
- New accounting firm will take over recording transactions in January.
- While Amy's continued efforts are important to the success of the transition, she will work only for the school once the transition is complete.
- Backup systems are more reliable with an outside firm. This firm has many customers, has been in business over 30 years and has a reputation for safeguarding the data of their clients.
- This firm has worked with one other church and many nonprofits.
- Without personnel costs divulged, the church will see a cost savings in outsourcing the accounting systems.
- Two systems will run concurrently for as much as a year before a full turnover of systems is complete. Accountant will need to maintain 2017 records on current church system while running 2018 records on his systems.

Motion passed unanimously.

Jo-Ann made a motion to adopt the proposal of Steven Lee, CPA. Thomas second.

Motion passed unanimously.



	<p>What is left on the agenda.</p> <p>X. Finance/Treasurer’s Report</p> <p> C. Proposed End-of-Year Fundraising Letter</p> <p> D. Request for Special Board of Trustees meeting to consider the 2018 operating budget.</p> <p>XI. Committee Reports</p> <p> A. Facilities Committee</p> <p> B. Unity of Hawaii Endowment Foundation – bylaws must be sent to the attorney before January.</p> <p>XIII. Unfinished Business</p> <p> A. Unity School Update</p> <p> B. Minister Review</p> <p>Thomas made a motion to establish special meeting on December 1, 2017 to complete agenda. Richard second.</p> <p>Thomas amended his motion to establish a special meeting on November 28, 2017. Richard second.</p> <p>Motion passed unanimously.</p>	
Prayer of Thanksgiving	Led by Loke.	
Regular Meeting Adjourned	The meeting was adjourned at 8:54 p.m.	

Submitted by Debbie Catania, Board Secretary

Facilities Committee Report
Committee last met on November 7, 2017

Lisa Ensley met with contractors with/without members of the Facilities Committee which met both formally and informally over the past month. A few major areas of concern will be addressed separately with bids attached if obtained.

1. Subterranean Termite Control

- A. Ground Treatment for subterranean termites is needed around all buildings.
- B. Bids were obtained previously for:
 - 1) Structures from the Administrative Building to front of Sanctuary
 - 2) Other structures on Campus excluding Education Building (Wellness, déjà vu, kitchen, maintenance shop, lower area of Preschool)
- C. The bids do not include tenting, which also may need to be done.

2. Gutters (Attachments 1 & 2)

- A. In addition to bids from David's Custom Roofing and Painting, Inc., we have obtained bids from Scotty Millies (attachment 3), recommended by Lyle Schwedland.
- B. The areas involved in the bids are for:
 - a) **6" gutters and downspouts** on the entire structure on the lower campus (Wellness, déjà vu, kitchen, maintenance shop, lower area of Preschool) that will necessitate fence-post notching by the preschool and asphalt/concrete cutting at the déjà vu parking lot,
 - b) Re-connecting and re-routing sanctuary drainage on courtyard side.
- C. This work needs to be done in conjunction with work under the eaves of the buildings. If tenting is required, it is possible to do it prior to attachment of gutters. Facilities members are comfortable with the current plan for guttering and "down-spouts".

3. Painting and Repair work under eaves and interior touch up

- A. This is primarily for the structures included in B. above (lower campus buildings) where rotted eaves were found primarily in the toddler area and around déjà vu and the wellness center.
- B. Also includes minor interior touch up painting in the Counseling Center

4. Drainage Issues in the low areas between the fountain and Connection Central

- A. The drainage system was "snaked" removing a fair amount of roots; however, there still was poor drainage.
- B. Fiberoptic scoping has not been used to assess the drainage system but will need done to help drain area before:
- C. UI Productions would like to improve the landscaping of the lower open area; we need to ensure good, functional irrigation and drainage systems.

5. Remedial Concrete

- A. Structural Systems, Inc. previously submitted a proposal, but felt raising the slab alongside the Diamond Head Circle side of the sanctuary would not be economically advisable. They recommended complete removal and replacement of the slab adjacent to the sanctuary and the serpentine narrow sidewalk used in the past for wheelchair and walker access.
- B. Placement of a 36" wide apron from the audio-visual room along the Diamond Head Circle sides of the chapel to attach into the front of the chapel will need root barriers and significant tree trimming.

Respectfully Submitted,

Facilities Committee Members: Thomas Gallagher, Bruce Hymack, Mary Paulson, Lisa Ensley

Unity of Hawai'i Endowment Foundation Committee Report

November 28, 2017

1. With the assistance of Jerry Schwartz and the Committee's collective research, it is felt that the Unity of Hawai'i Endowment Foundation would best be served as an independent supporting organization (509(a)(3)(probably type I) to Unity Church of Hawai'i.
2. The Legacies of Aloha Bylaws have been re-worked and highly reflect the contents of a purchased copy (Loke Simon) of *Best Practices Endowment Manual* by Steve Law @ Financial Leadership for Churches, LLC.
3. Copies of the By-Laws and Appendices 1 and 2 were sent to the Board of Trustees about two weeks ago for review and study.
4. A few modifications were recommended by Richard Hughes, and most of them were incorporated after Committee approval. The latest set of By-Laws and Appendices were sent to the BoT on Thursday, November 23, 2017 for **review and approval** at the November 28 Board of Trustees Meeting, such that they can be sent for Legal Review by Steven Ho, Esq.
5. The purpose of funds distributed out of the account have been reviewed/investigated.
6. Recommendations regarding withdrawals from Legacies of Aloha 2007 – 2017 were also sent to the BoT on November 23, 2017, for **discussion and approval**.
7. ***Request recommendations from the Board of Trustees regarding timing of dissemination of information regarding creation of Unity of Hawai'i Endowment Foundation and recommendations to make the fund whole at Town Hall meetings.***

Thomas E. Gallagher, MD

Chair, Unity of Hawai'i Endowment Foundation Committee

Attachments:

1. Proposed Unity of Hawai'i Endowment Foundation By-Laws
2. Proposed Appendix 1 – Gift Acceptance Policy
3. Proposed Appendix 2 – Investment Policy Statement
4. Recommendations Regarding Withdrawals from Legacies of Aloha 2007 – 2017
5. Tuesday November 14, 2017 Unity of Hawaii Endowment Foundation Meeting Draft Minutes
6. Spreadsheet of Legacy of Aloha transactions 2007 – 2017
7. E-Mail to Endowment Foundation Committee re: changes requested by Richard Hughes

Kathy Whitmire

55-333 Kamehameha Hwy, Laie, Hawaii 96762 • Phone: 808-226-9612 • Fax: 808-356-0453
E-Mail: kathyjwhit@aol.com

November 13, 2017

Rev. Tim Lytle, Senior Minister
Unity Church of Hawaii
3608 Diamond Head Circle
Honolulu, HI 96815

Dear Rev. Lytle:

As we have discussed, my duties as Treasurer of our Board of Trustees require that I serve as custodian of the funds of Unity Church of Hawaii. This includes all of the bank accounts and brokerage accounts owned by our non-profit corporation including those under the names of Unity Church of Hawaii and Unity School. Presently, I have access to view transactions online in all accounts under the name of Unity Church of Hawaii but not for Unity School. As Treasurer, I am a check signer on all accounts in the name of both Unity Church of Hawaii and Unity School; I receive monthly bank statements for all accounts under the name of Unity Church of Hawaii, but not Unity School. February 2016 is the only month for which I have received statements for all Unity School accounts. I did also receive the statement for the Unrestricted account for Unity School for May 2016 but not for the other accounts.

As Treasurer, it is also my duty to make sure that all financial transactions are properly recorded, to make monthly financial reports to the Board of Trustees and to prepare the financial records for an independent examination at year end. Along with the other members of the Board of Trustees, it is my duty to ensure that all accounting records are current and properly maintained. In order to accomplish these duties, I need immediate and ongoing access to the accounting records and bank records of Unity School. I have requested several times over the past few months that you provide me electronic copies of these records so that I can review them and determine what adjustments and corrections may be required. As you know, when we have an independent examination of our financial statements, you and I will both need to attest to their accuracy. I will be happy to help you in discharging this duty as soon as you provide me access to the accounting records as I have requested.

Hawaii Revised Statutes provide in Section 414D-302(b)(2) that a member of Unity Church of Hawaii (a Hawaii non-profit corporation) is entitled to inspect and copy the accounting

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records of the corporation upon 5 business days written notice provided the request is made in good faith and for a proper purpose. Further, Section 414D-306.5 provides that Directors of the corporation are entitled to inspect and copy books and records at any reasonable time (without notice requirements) if the books and records are related to the performance of the Director's duties. Since this requirement is clearly met, I am sending this letter as documentation of my need for immediate access and my request to obtain electronic copies of Unity School accounting records as well as bank records.

Thank you for your assistance in bringing resolution to this issue immediately so that we can both continue our work in service to Unity Church of Hawaii.

Sincerely,

Kathy Whitmire, Treasurer
Board of Trustees
Unity Church of Hawaii

cc: Sergio Galisa

UNITY SCHOOL



Honolulu, Hawai'i

November 15, 2017

Board of Trustees
Unity Church of Hawai'i
3608 Diamond Head Road
Honolulu, Hawai'i 96815

To the Unity Church of Hawai'i Board of Trustees:

Following up on the board meeting held on November 2, 2017, Unity School is in full support of the pending audit and remains committed to providing the board with the necessary financial reports needed to complete the audit process.

As Executive Director of the school, it is my responsibility to make every effort to ensure that we are being legally compliant in regards to our operating license and are not put in a position that exposes the school to the possibility of having our childcare license revoked and/or any possible legal ramifications. We are following what we need to do to operate as a school by administering policies pertaining to our parents in a way that is respectful of their privacy, while also keeping in compliance with Hawaii State Department of Human Services Benefit, Employment, and Support Services Division licensing rules.

The question was asked, but no answer or explanation was given concerning what specific information is being sought via unrestricted access to the QuickBooks accounting program. If specific data for the audit is needed, I am confident that the school can generate the necessary reports while still maintaining the integrity of sensitive school information. Our students and families are our priority. We have built a solid reputation in the community over the past 43 years, and we do not want to break the trust that families have in us.

To date, we have made the following audit reports available to the Unity Church Board Treasurer. As of November 2, 2017, no further requests for reports have been received.

- Profit/Loss Reports (January 2016 through September 2016)
- Balance Sheet (as of September 2016)
- Bank Statements (January 2017 through October 2017)
- Reconciliation Reports (January 2017 through October 2017)

I am confident that by continuing to working together, we can complete the audit process and move forward as a stronger and more unified organization.

Mahalo,

A handwritten signature in black ink that reads "Sergio J. Galisa". The signature is written in a cursive, flowing style.

Sergio J. Galisa
Executive Director, Unity School



Wikoff Combs & Co., LLC
Certified Public Accountants

November 27, 2017

Board of Trustees
c/o Ms. Kathy Whitmire, Treasurer
Unity Church of Hawaii
3608 Diamond Head Circle
Honolulu, Hawaii 96816

Dear Ladies and Gentlemen:

Thank you for the opportunity to provide our professional services to Unity Church of Hawaii and Unity School (collectively referred to as the "Church"). This letter, and the attached *Terms and Conditions Addendum*, confirms our understanding of the terms and objectives of our engagement and the nature and limitations of the services we will provide.

SCOPE OF ENGAGEMENT

We will prepare the Church's financial statements, which comprise the statement of financial position as of December 31, 2015, the related statements of changes in net assets and cash flows for the year then ended, and the related notes to the financial statements, and perform a review engagement with respect to those financial statements. The financial statements will also include the above financial statements of Unity School.

The objective of the preparation and review portion of our engagement is to —

- Prepare financial statements in accordance with accounting principles generally accepted in the United States of America based on information provided by you, and
- Obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

We will conduct our review engagement in accordance with Statements on Standards for Accounting and Review Services (SSARS) promulgated by the Accounting and Review Services Committee of the AICPA and comply with applicable professional standards, including the AICPA's *Code of Professional Conduct*, and its ethical principles of integrity, objectivity, professional competence, and due care, when preparing the financial statements and performing the review engagement.

A review includes primarily applying analytical procedures to your financial data and making inquiries of the entity's management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole.

A review does not contemplate obtaining an understanding of the entity's internal control; assessing fraud risk; tests of accounting records by obtaining sufficient appropriate audit evidence through inspection, observation, confirmation, or the examination of source documents (for example, cancelled checks or bank images); or other procedures ordinarily performed in an audit. Accordingly, we will not express an opinion regarding the financial statements.

Our engagement cannot be relied upon to identify or disclose any financial statement misstatements, including errors or fraud, or identify or disclose any wrongdoing within the entity or noncompliance with laws and regulations. However, we will inform the appropriate level of management of any material errors and any evidence or information that comes to our attention during the performance of our review procedures that fraud may have occurred. In addition, we will inform you of any evidence or information that comes to our attention during the performance of our review procedures regarding noncompliance with laws and regulations that may have occurred, unless they are clearly inconsequential. We have no responsibility to identify and communicate deficiencies or material weaknesses in your internal control as part of this engagement.

We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities.

The financial statement preparation and review portion of the engagement to be performed is conducted on the basis that you acknowledge and understand that our role is to prepare financial statements in accordance with accounting principles generally accepted in the United States of America and to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements in order for the statements to be in accordance with accounting principles generally accepted in the United States of America.

Our responsibility as accountants is limited to the period covered by our review and does not extend to matters that may arise during any later periods for which we are not engaged.

Catha Lee Combs is the engagement director for the services specified in this letter. Her responsibilities include supervising the review services performed as part of this engagement and signing or authorizing another qualified firm representative to sign the accountants' report.

RESPONSIBILITIES OF UNITY CHURCH OF HAWAII

You have the following overall responsibilities that are fundamental to our undertaking the engagement in accordance with SSARS:

- a) The selection of accounting principles generally accepted in the United States of America as the financial reporting framework to be applied in the preparation of the financial statements.
- b) The preparation and fair presentation of financial statements in accordance with accounting principles generally accepted in the United States of America and the inclusion of all informative disclosures that are appropriate for accounting principles generally accepted in the United States of America.

- c) The design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements.
- d) The prevention and detection of fraud.
- e) To ensure that the Church complies with the laws and regulations applicable to its activities.
- f) The accuracy and completeness of the records, documents, explanations, and other information, including significant judgments, you provide to us for the engagement.
- g) To provide us with —
 - access to all information of which you are aware is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters.
 - additional information that we may request from you for the purpose of the review engagement.
 - unrestricted access to persons within the Church of whom we determine it necessary to make inquiries.
- h) To provide us, at the conclusion of the engagement, with a letter that confirms certain representations made during the review.

We will issue a written review report upon completion of our review of the Church's financial statements. Our report will be addressed to the Church's Board of Trustees. We cannot provide assurance that an unmodified accountant's review report will be issued. Circumstances may arise in which it is necessary for us to report known departures from accounting principles generally accepted in the United States of America, add an emphasis-of-matter or other-matter paragraph(s), or withdraw from the engagement. If, for any reason, we are unable to complete the review of your financial statements, we will not issue a report on such statements as a result of this engagement.

You agree to include our accountant's review report in any document containing financial statements that indicates that such financial statements have been reviewed by us and, prior to inclusion of the report, to ask our permission to do so.

You are also responsible for all management decisions and responsibilities and for designating an individual with suitable skills, knowledge, and experience to oversee our financial statement preparation services. You are responsible for evaluating the adequacy and results of the services performed and accepting responsibility for such services.

PROFESSIONAL FEES

Our fee estimate assumes that your records are in reasonably good order and relatively accurate. We also contemplate receiving the cooperation of your personnel in furnishing the following:

- All financial records, books of original entry, supporting documents and other related records as requested;
- Copies of the Articles of Incorporation and By-laws, minutes of the Board of Trustees' meeting minutes, contracts and such other information as may be required in the conduct of review procedures;
- Assistance of your personnel as desired and considered necessary, including preparation of working papers, as requested, which may reduce our time required for review procedures and thus their cost; and
- Where possible, provide requested information in electronic format.

Our fee is based upon the complexity of the work to be performed and our professional time to complete the work, as well as out-of-pocket expenses. Additionally, this fee depends upon the timely delivery, availability, quality, and completeness of your records. You agree that you will deliver all records requested and respond to all inquiries made by our staff to complete this engagement on a timely basis.

Based on the assumptions set forth under the section "Responsibilities of Unity Church of Hawaii", we estimate our professional fees to perform a review of the 2015 financial statements will be \$14,000 – \$15,000 plus Hawaii general excise tax.

If the information you provide is not submitted in a timely manner, or is incomplete or unusable, we reserve the right to charge additional fees and expenses for services required to correct the problem. If this occurs, we will contact you to discuss the matter and the anticipated delay in performing our services.

We will provide a request list of information needed to commence review procedures and work with your personnel to schedule our fieldwork based on our mutual scheduling requirements. However, if the requested information is not completely available upon the agreed commencement date of the scheduled fieldwork, the fieldwork will need to be rescheduled, which may affect your reporting requirements.

We will make every effort to work with your personnel so that they provide as much assistance to us during the review to minimize any additional costs. However, depending on the condition of the records to be reviewed, the technical abilities of your accounting personnel, and the availability of requested supporting documentation, additional costs may be unavoidable. Charges for services not originally contemplated in this letter agreement will be billed based on the time expended and our standard hourly rates.

* * * * *

If there are any changes you wish to make in the proposed scope of our engagement, or any questions regarding this letter, please do not hesitate to discuss them with us.

Unity Church of Hawaii

November 27, 2017

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If the foregoing terms meet with your approval, kindly indicate your acceptance by signing and returning the enclosed copy of this letter.

Very truly yours,

Wikoff Combs & Co., LLC



Catha Lee Combs, CPA

Managing Director

CLC:mt

Enclosure: Terms and Conditions Addendum

TO: WIKOFF COMBS & CO., LLC

We have read your proposal outlining the scope of the services that your Firm will provide and the related professional fees and credit terms. We understand and accept your proposal, and authorize you to commence with the review procedures.

UNITY CHURCH OF HAWAII

(Date)

(Signature)

(Title)



Wikoff Combs & Co., LLC
Certified Public Accountants

TERMS AND CONDITIONS ADDENDUM

Billing and Payment Terms

We will bill you for our professional fees as our services progress. Payment is due within 15 days of the date on the billing statement. If payment is not received within 30 days from the date of billing, you will be assessed interest charges of 1.50% per month on the unpaid balance.

We reserve the right to suspend or terminate our work for non-payment of fees. If our work is suspended or terminated, you agree that we will not be responsible for your failure to meet governmental and other deadlines, for any penalties or interest that may be assessed against you resulting from your failure to meet such deadlines, and for any other damages (including but not limited to consequential, indirect, lost profits, or punitive damages) incurred as a result of the suspension or termination of our services.

In the event that your delinquent account is given to an attorney or a licensed collector for collection, you will be charged, in addition to the balance owing and the service charges thereon, an amount allowable by law to cover all costs of collection, including a reasonable attorney's fee. You will also be charged for our time expended in the collection of your account using the billing rates set forth above.

Electronic Data Communication and Storage

In the interest of facilitating our services to you, we may send data over the Internet, or store electronic data via computer software applications hosted remotely on the Internet or clouds. Your confidential electronic data may be transmitted or stored using these methods. We may use third party service providers to store or transmit this data, such as providers of tax return preparation software. In using these data communication and storage methods, our firm employs measures designed to maintain data security. We use reasonable efforts to keep such communications and data access secure in accordance with our obligations under applicable laws, regulations, and professional standards. We require our third party vendors to do the same.

You recognize and accept that we have no control over the unauthorized interception or breach of any communications or data once it has been sent or has been subject to unauthorized access, notwithstanding all reasonable security measures employed by us or our third party vendors. You consent to our use of these electronic devices and applications and submission of confidential client information to third party service providers during this engagement.

Records Management

Record Retention and Ownership

We will return all your original records and documents provided to us at the conclusion of the engagement. Your records are the primary records for your operations and comprise the backup and support for your work product. Our copies of your records and documents are not a substitute for your own records and do not mitigate your record retention obligations under any applicable laws or regulations.

Workpapers and other documents created by us are our property and will remain in our control. Copies are not to be distributed without our prior written consent. Our workpapers will be maintained by us in accordance with our firm's record retention policy and any applicable legal and regulatory requirements.

Our firm destroys workpaper files after a period of 10 years. Catastrophic events or physical deterioration may result in damage to or destruction of our firm's records, causing the records to be unavailable before the expiration of the retention period as stated in our record retention policy.

Working Paper Access Requests by Regulators and Others

State, federal and foreign regulators may request access to or copies of certain workpapers pursuant to applicable legal or regulatory requirements. Requests may also come in the form of peer review, ethics investigations or in the sale of the accounting practice. If requested, access to such workpapers will be provided under the supervision of firm personnel. Regulators may request copies of selected workpapers to distribute the copies or information contained therein to others, including other governmental agencies.

If we receive a request for copies of selected workpapers, provided that we are not prohibited from doing so by law or regulation, we agree to inform you of such request as soon as practicable. You may, within the time permitted for our firm to respond to any request, initiate such legal action as you deem appropriate at your own expense to limit the disclosure of information. If you take no action within the time permitted for us to respond, or if your action does not result in a judicial order protecting us from supplying requested information, we may construe your inaction or failure as consent to comply with the request.

Brokerage or Investment Advisory Statements

If you provide our firm with copies of brokerage (or investment advisory) statements and/or read-only access to your accounts, we will use the information solely for the purpose described in the scope of engagement section. We will rely on the accuracy of the information provided in the statements and will not undertake any action to verify this information. We will not monitor transactions, investment activity, provide investment advice, or supervise the actions of the entity or individuals entering into transactions or investment activities on your behalf. We recommend you receive and carefully review all statements upon receipt, and direct any questions regarding account activity to your banker, broker or investment advisor.

Income Unrelated to Exempt Purpose

If your organization produces revenue from a trade or business activity not directly related to its tax-exempt purpose, it may have unrelated business taxable income that must be reported separately from other income. You are responsible for informing us of any potential unrelated business taxable income. At your written request, we are available to provide you written answers to your questions on this matter.

Management Responsibilities

While Wikoff Combs & Co., LLC can provide assistance, you are responsible for management decisions and functions, and for designating an individual with suitable skill, knowledge or experience to oversee any services our firm provides. You are responsible for evaluating the adequacy and results of the services performed and accepting responsibility for such services. You are ultimately responsible for establishing and maintaining internal controls, including monitoring ongoing activities.

Conflicts of Interest

If we, in our sole discretion, believe a conflict has arisen affecting our ability to deliver services to you in accordance with either the ethical standards of our firm or the ethical standards of our profession, we may be required to suspend or terminate our services without issuing our work product.

Alternative Dispute Resolution

If a dispute arises out of or relates to this engagement letter including the scope of services engagement contained herein, or the breach thereof, and if the dispute cannot be settled through negotiation, the parties agree first to try to settle the dispute by mediation administered by the American Arbitration Association (“AAA”) under the Professional Accounting and Related Services Dispute Resolution Rules before resorting to arbitration, litigation, or some other dispute resolution procedure. The mediator will be selected by agreement of the parties. If the parties cannot agree on a mediator, a mediator shall be designated by the AAA. Any mediator so designated must be acceptable to all parties. The mediation will be conducted in Hawaii. The mediation will be treated as a settlement discussion and, therefore, will be confidential. The mediator may not testify for either party in any later proceeding related to the dispute. No recording or transcript shall be made of the mediation proceedings. The costs of any mediation proceedings shall be shared equally by all parties. Any costs for legal representation shall be borne by the hiring party.

Loss Limitation and Indemnification

You agree to hold Wikoff Combs & Co., LLC harmless from any and all claims which arise from knowing misrepresentations to Wikoff Combs & Co., LLC by your management, or the intentional withholding or concealment of information from Wikoff Combs & Co., LLC by the Church. The Church also agrees to indemnify Wikoff Combs & Co., LLC for any claims made against Wikoff Combs & Co., LLC by third parties which arise from any of these actions by your management. The provisions of this paragraph shall apply regardless of the nature of the claim.

Statute of Limitations

You agree that any claim arising out of this engagement letter shall be commenced within one (1) year of the delivery of the work product to you, regardless of any longer period of time for commencing such claim as may be set by law. A claim is understood to be a demand for money or services, the service of a suit, or the institution of arbitration proceedings against Wikoff Combs & Co., LLC.

Termination and Withdrawal

We reserve the right to withdraw from the engagement without completing services for any reason, including, but not limited to, your failure to comply with the terms of this engagement letter or as we determine professional standards require.

Assignment

All parties acknowledge and agree that the terms and conditions of this engagement letter shall be binding upon and inure to the parties’ successors and assigns, subject to applicable laws and regulations.

Severability

If any portion of this agreement is deemed invalid or unenforceable, said finding shall not operate to invalidate the remainder of the terms set forth in this engagement letter.

Entire Agreement

This engagement letter, including the Terms and Conditions Addendum and any other attachments, encompasses the entire agreement of the parties and supersedes all previous understandings and agreements between the parties, whether oral or written. Any modification to the terms of this engagement letter must be made in writing and signed by both parties.