

Board Meeting Minutes

January 14, 2022 0900 - 1200 EST

BOARD MEMBERS		
Hal Rosen	Tony Leketa	Dave Nash
Tim Byers	Suzanne DiGeronimo	Randy Gardner
John Henderson	Gene Lupia	Angie Martinez
Sal Nodjomian	Jane Penny	Sally Riker
Bob Schlesinger	Ron Silva	Susan Thames
Joe Schroedel**		
OTHER ATTENDEES**		
Cindy Lincicome	Norm Campbell	Beth Harris
Ed Jackson	Ron Torgerson	Roger Wozny
Ekaterina Khoreva	Kathy Off	

^{**}Non-voting

Not in attendance

The meeting was called to order at 0910. See Encl 1, Agenda.

Opening Comments: Hal Rosen, Chair, kicked off the meeting with the pledge and a quorum was established. He also gave the board a summary of his autobiography and what led to him becoming Chair of the Foundation. Fundraising will be the major focus of the board this year. Other focus areas include organization, budgeting process, strengthening the relationship between the Society and the Foundation, and expanding support to Posts through the Post Funds Policy. **The Foundation approved the minutes from the November meeting.**

Joe Schroedel gave a briefing as Executive Director of the Society and Foundation (Encl 2).

Proposed Chair Succession Model: Joe briefed the board on a proposed succession model. We need a viable succession model now. There has been historic reluctance to lead, so we need to select the next Chair Elect this year. He also showed a way to reconcile terms, provide continuity, redundancy, and synch with the Society. He gave the model to Dave Nash, Governance Committee Chair, to adjust and implement. Discussion

- One member outlined points of discussion.
 - I am mystified by the urgency and effort being devoted to the subject of a succession model.
 The current President Hal Rosen and Vice President have one year left to serve on their terms.
 - There is a rumor that the only reason Hal is the Chair is that nobody was interested in serving in that position. This is not correct, there were two candidates for the position of President, and Hal was elected by the self-governing Foundation Board using a secret ballot process.
 - The Foundation Board has a governance document codified in the By Laws adopted April 28, 2016, amended by the Foundation Board on January 30, 2020 and approved by the Society Board on May 26, 2020. All Board members are encouraged to familiarize themselves with the governance document which exists on the Foundation website.

- Regrettably the term "Chair Elect" was freely used to describe Dave Nash's election to be the
 incoming President upon completion of Hal Rosen's term, and was commonly found in the
 minutes of the SBC meeting of the Foundation Board. However, the term "Chair Elect" has no
 applicability in the Foundation Board's governance as it exists today and should not be used
 until such time as it is made part of the governance.
- There is another rumor that the Vice President position is not mentioned in the Foundation Board's governance. The position of Vice President is clearly established in the Foundation Board's By Laws, and further "in the event of a vacancy in the office of the President, such vacancy shall be filled for the unexpired portion of the term by the Vice President" (Article 3, paragraph 3.1.1.3). Further, in Duties of the Vice President, "who shall act in place of the President when the President is unavailable" (Article 3, paragraph 3.1.2.5).
- The two year term proposed for the President is a result of the Governance Committee feeling that one year is too short for the President to be effective, and the current President and the the Governance Committee Chair feeling that a three year term is too long. (I sit on the Governance Committee and agreed to the two year term, however, I personally do not feel that 3 years is too long to serve as President.) Joe's proposal leaves a one year gap in the position of "Chair Elect" which, per discussion, was a requirement for the Chair Elect to have one year of experience serving on the Board before becoming "Chair Elect." This one year requirement created much confusion at the SBC Board Meeting and resulted in the "Rubik's Cube" arrangement that Joe referenced in his comments. In the one year where there is no Chair Elect, there results a shortfall in the succession planning spelled out in the By Laws, should the President not complete a two year term, leaving a gap in governance every third year. The proposal further delineates a Past Chair position, something the Governance Committee did not endorse. And finally the proposal could result in a President who elects to serve two two year terms, and then a Past Chair position conflicting with the three year term limit specified for all Board members. (I personally do not like the proposal as presented.)
- Before anything can be finalized, what is being proposed must be explained in terms of approved changes to the approved governance (as codified in the Foundation Board By Laws), presented to the Foundation Board for a vote of acceptance, and finally approved by the the Society Board.
- Fundraising! We are spending an inordinate amount of time on succession planning and not addressing fundraising. A key criteria for selection of new Board members was fundraising experience and I am anxious to hear and learn from their fundraising experiences, to improve our own fundraising efforts. We must move forward with fundraising. Action will go back to the Governance Committee.

National Office Support: The National Office Priorities were approved by the XC in December. We are implementing a new Financial Management System. Staff will allocate effort by project which may mean that there is less staff time available for the Foundation Board.

SAME – SAME Foundation MOA Implementation: Society requirements will begin coming in on 21 Jan. This includes a program to support Camp Mentors. The Society process is complete. The Foundation will need to decide on the process now to meet the Society process timeline. Finalizing this process is one of the National Office Priorities. The Foundation also needs a process for determining, forecasting and monitoring (role of the Foundation Financial Chair). This includes determining the available funds, corpus growth, fund raising requirements (based on Society Requirements), and ability to meet Society requirements (forecast). Process is that requirements go to the Foundation in Dec. (Society will get request to the Foundation in Jan. – we wanted to make sure the Foundation put the process in place). Discussion

The timing seems off – shouldn't we get requests in June and then provide the funding in January? The funding is not based on a calendar year, but on a project accounting code. The Foundation is funding a program.

- There was confusion about which committee within the Foundation is responsible for the process. There will be a streamlining of the org chart, but also a redefinition of the billets. The financial billet will be taking on a larger role than previously. It will cover investments, Post Funds, budgeting, and reporting of financials to the Board. Once the Programs Committee has determined the process for choosing a request, the budgeting tool (Financial Chair) presented will tell the Foundation whether they have the money and/or how much money they need to raise.
- We need to make sure the Foundation and Society have enough time to respond to the requests and decisions. The Programs Committee (under Operations) would be responsible for the review and provide proposals to the Board. Society's budget is irrelevant to the Foundation Board. The Foundation will not support individuals or finite requests, it supports programs. The Society will review requests from this perspective before it goes to the Foundation. Requests will also be prioritized and staffed prior to going to the Foundation.

Financial Management Update: Joe presented a spreadsheet that had previously been presented in 2020 (Encl 3). He showed the budget sheet for LDP – each project will be attached to a COI who will be responsible for the program budget. There will be one financial operation that includes both the Society and the Foundation. Regarding investment status, the Fiducient contract expired – as a benefit of outsourcing finances, we got a review of the new contract which was signed. We have proposals from RBC to look at how we manage alternatives for inflation – Fiducient has a different approach. The return on investment for the Foundation since inception is 6.61%. We have \$3.6M in Post Funds. The bigger the corpus, the less the administrative fee. There is approximately \$20M in our Posts. When one is deactivated, that money will go to the Foundation; this is byproduct of the Post Funds account. The total available to the Foundation with cash balance is \$1.6M. In 2021, expenses were \$72K (not a good indication of actuals for non-COVID years). We have work to do with fundraising. Central Virginia Post will be joining soon and Omaha is coming in with over \$600K. SAME Staff will report dividends to Posts on a quarterly basis. We have renewed all the state charitable registrations (Affinity) – that is a Foundation expense, but Society will staff it.

Discussion

- The Foundation has not had a budgeting process. We can start with what the Society needs or what the Foundation has. We should let the Financial Committee Chair and the Executive Director work on the budget for the Foundation vs the entire Board.
- Is the Society just giving the Foundation a percentage of their revenue? No. The Foundation Board is responsible for raising funds. Century House sale proceeds are going to the Society Home Fund. The Society may decide annually to bequeath a gift to the Foundation from excess reserves. It would be an endowment and not a cash flow. The Society did gift the Education & Mentoring Fund proceeds to the Foundation.
- Need to continue to monitor inflation.
- Hal thanked Tim Byers for taking on the new, more comprehensive Financial Committee Chair role. He also encouraged others to volunteer to help Tim.
- Will there be more of a percentage of donations going to administration? Need to distinguish between
 expenses and administration. Administration costs are very low. The staff is for both the Society and
 the Foundation, but the labor expenses go to the Society, not the Foundation. Administration costs do
 not include SAME staff support.
- What about charity ratings? If you go to Charity Navigator, you will see that SAME Foundation has a
 score of 100 out of 100. We are only graded on finance and accountability. There are other categories
 that we need to work on to improve our appearance.

Fundraising Committee Update: Bob Schlesinger gave an update on the annual appeal (Encl 4). Most donations are in the low range in dollar amount. We had given our ourselves a goal of \$1M (5-yr goal, we just completed the first year). We are currently off base to reach it. Discussion

- There was a large jump in corporate donations. Was this a result of the new focus on Sustaining Members? There was a \$40K donation from one company. Joe did send letters to SAME SMs but we can't be certain as to what prompted them. They expressed that they were very pleased with LDP.
- We need to use the \$40K as a testimonial for marketing purposes.
- Reaching out to SMs is in the infancy stage, there is more to come on that.

Planned Giving Update: Suzanne briefed that the planned giving intent form has been provided to Society staff for revision. Hoping that everybody on the call will be putting the Foundation in their will. She is getting ambassadors to reach out to people about the planned giving "1920 Legacy." This will be a major source of revenue and a major source of the endowment.

Discussion

- Have we considered a lapel pin for the 1920 Legacy? A committee is being formed to bring processes
 and actions to the board. We need a budget request from the committee as well, although there may
 not be an expense. The proposed socials are envisioned to be net zero (registration would cover
 expenses only). The committee will make the decisions.
- Would like to promote the social events. Spouse (family) presence has diminished over the years at annual conferences. SAME is about a broader family.
- The more we promote the legacies of those who are part of this, the more we will attract people to commit. Need to give a steady flow of impact content to the ambassadors who are reaching out.

Corporate Giving Update: Sal briefed the board on the importance of the Case Statement. We need an internal and an external story. Our SMs know who we are. External companies need a different narrative. We need a quote from the \$40K donor as to why they donated. Three quotes would help put the story together. We have info from the receiving end, but need it from the giving end. Sal is establishing a staff of volunteers. We should be researching external company philanthropic goals and map our goals to theirs to tailor the case statement for them. We have examples from other organizations. Eddie created about a 75% solution. Need to know who on staff to work with. Marketing & Communications will tie into that effort.

Stewardship Update: Gene Lupia reported that we would finalize the Stewardship Policy this year.

Programs Update: Angie Martinez had nothing to new to report, but stated that she would work with Tim Byers on the request process. We will be approached for long-term program support. We will be providing impact statements for the programs we are underwriting.

Governance Update: Dave Nash mentioned that we have completed our work for this year. He mentioned that 6 years of service with the proposed succession structure is a long time. We spend a lot of time worrying about organization and who does what. We need to worry about raising money. It may be time to create an Executive Committee so that we are not wasting time during meetings. We need to focus on the future and not the history. Let an Executive Committee focus on process.

Proposed 2022 Committee Org Structure: Hal proposed a more streamlined organization chart (Encl 5) and continued the discussion on the proposed Executive Committee. A proposal was made to have an Executive Committee that includes the Chair, Chair Elect, Financial Chair, Fundraising Chair, Operations Chair, and nonvoting Executive Director. **The Board unanimously voted to approve an Executive Committee as described.** Discussion

- What is going on with the Vice Chair position? The proposed chart does not link to our governance, but that is OK. We can update our governance. We have learned and grown and just need to update our bylaws. Consider the Chair Elect the same thing as the Vice President.
- If there is a Past Chair, that person would also be part of the Executive Committee. The Past Chair position would be unfilled until 2025 under the proposed succession plan. Leave it to the Governance Committee to figure out the succession.

- Not sure lowest boxes need to be separated out can be one team under the Financial, Fundraising, and
 Operations Chairs. It helps to see the functions. Add Planned Giving under Fundraising. Move
 Marketing & Communications to a separate box that serves across the organization as more of a staff
 element.
- Organization needs to be simple and enable the mission of the organization.
- Previously, we asked the board to privately communicate their interest to the Chair. The Board will send an email to Hal with their preferences. There may be people in more than one committee.
- Revised Org Chart will come out before the next Board meeting.

New Business: There was no new business to report.

Closing: Cindy Lincicome, President Elect, addressed the Board, welcomed the new members and acknowledged the key initiatives and new processes that will be implemented shortly. The Society is there to support. With no further discussion, the Board meeting was adjourned at approximately 1145. The March meeting is scheduled for March 21, 2022, 1500 – 1700 at Capital Week (in person).

Hal Rosen, F.SAME (Dist.) Chair, SAME Foundation

Encl 1: Agenda

Encl 2: Executive Director Report

Encl 3: Budget Spreadsheet

Encl 4: Annual Appeal Report

Encl 5: Org Chart

ENCLOSURE 1

	AGENDA	DISCUSSION LEAD
0900 – 0905	Call to Order – Quorum Established – Pledge of	Hal Rosen
	Allegiance	
0905 – 0910	Approval of November Minutes	Hal Rosen
0910 - 0940	Proposed Chair Succession Model	Joe Schroedel
0940 – 1025	Financial Management Update	Joe Schroedel & Tim Byers
1025 – 1115	Proposed 2022 Committee Org Structure	Hal Rosen
1115-1145	Committee Updates	Committee Chairs
1145 – 1155	New Business	All
1155 – 1200	Summary & Close	Hal Rosen

ENCLOSURE 2

XD Notes

Foundation Board Succession Planning:

- Succession Model:
 - · Need viable succession model now:
 - · Historic reluctance to lead
 - · Chair and Vice Chair terminate in Dec (just resolved with establishment of Chair Elect)
 - · Balancing act: mesh with Society model and reconcile terms, limits, etc.
 - Select next Chair Elect this year

National Office Support

- National Office priorities (approved by the XC in December)
- Implementing new Financial Management System Project Mgt basis allocate staff effort to priorities may be less effort available (Foundation Working Board)

SAME – SAME Foundation MOA Implementation:

- Society Requirements coming 21 Jan Foundation needs to decide process now to meet Society process timeline
- Society Process Complete planning test Posts, COIs actively engaged
- Governance Cycle:
 - · Same process: Requirements to Foundation in Dec; Foundation reviews formal response to SAME in Jan
 - Society and Foundation Report Program Impacts to National Office for inclusion in Annual Report which is
 published in Jul/Aug TMF
- Foundation needs process for determining, forecasting and monitoring (real role of the "Foundation Financial استان

Director"):

Available funds

Corpus growth

Fund Raising Requirements (based on Society Requirements)

Ability to meet Society requirements (forecast)

SAME Foundation Leadership Succession Model

Objectives:

- Provide continuity of leadership two-year chair
- Provide redundancy (chair elect) unforeseen circumstances
- Leverage experience of chair past chair
- Accommodate terms in bylaws (3-year terms, two term limit, etc.)
- Facilitate relationship with SAME National Leadership (similar succession model)

Model:

	2020	2021	2022	2023	2024	2025	2026	2027	
Chair Chair Elect		Hal (Vice)	Hal Dave	Dave A	Dave A	Α	A B	В	
Past Chair						Dave		Α	
Terms									
Hal		Term 2							
Dave		Term 1			Term 2				
Α				Term 1			Term 2		ĺ

FY 2022 National Office Priorities:

- Sustain Strategic Plan 2025 Progress: Sustain support to and evaluation of the execution of Post and COI operations; implement the National Leadership Team
 engagement Plan; evaluate how to best leverage the benefit of virtual and in-person delivery; continue to develop thought leadership (diversity, equity and inclusion).

 Outcome: increase member engagement and strategic plan impact across all goals.
- 2. Operationalize COI's: Build the National Office IGE and Programs Team; expand COI engagement, membership and leadership.

<u>Outcomes:</u> expanded and effective IGE, program and COI management; effective stakeholder integration and management within COIs; establish technical COIs as portals to technical expertise; expand technical membership of COI's.

- 3. Implement the EMS: Fully implement an integrated system including the AMS, CMS (with App) and Financial Management System legs.
 - <u>Outcomes:</u> eliminate manual staff labor, increase efficiency of value delivery; serve all levels of SAME; effective outsourced and integrated financial management (including the Foundation).
- 4. Support the SAME Foundation Board: Routinize the relationship between the Society BOD and the Foundation Board. Provide responsive support to the Foundation Board as it grows the corpus of the Foundation and its ability to support SAME Programs through increased fundraising efforts.

Outcomes: clear communications and expectations; effective and transparent BOD procedures for evaluating and communicating requests; effective and transparent procedures for Board evaluation of Society requests and communication of decisions; effective common staff support of the process; effective combined financial management procedures that support fiduciary accountability and return on investments; effective fundraising support.

5. Implement the Dues Restructure Decision. Complete the implementation of the July 2021 BOD dues restructure decision.

<u>Outcomes:</u> treat every member as an individual member (SREP conversion); establish one unique record for each member in our database; more fully recover the cost to serve members; assess the impact of dues restructure changes on: membership, member management and financially.

XD Notes

Financial Management Transition

- State Charitable Registrations renewed
- Project Management Approach (tracking time vs projects Foundation, etc)
- Intacct uploaded need to review Chart of Accounts, Dimensions, Projects then switch (Feb)
- Financial Mgt Outsourcing Complete

Investment Status

- Fiducient contract renewed 30 Dec 2021
- New Investment Committee: Joe O'Brien (Chair), James Works, Melissa Smith
- IPG: no changes recommended to address inflation
- Return since inception (4/5/2017): 6.61% Qtr return: -.12%

Financial Status:

- Investment account (Fiducient; as of $3^{\rm rd}$ QTR):

Post Funds: \$3,580,320.03

Foundation: \$1,340,058.42

- Cash Balance (Checking; to date): \$298,816.84

- TOTAL AVAILABLE: \$1,638,875.26

- 2021 Expenses: \$72,291.35

2021 Fund Raising:

- Organizational Donations: \$ 58,420.00 - Individual Donations: \$ 81,659.10 \$ 140,079.10

Financial Management Team

- •SAME Joint Investment Management Committee (SAME & SAME Foundation)
- •Committee reset Jan 2022:
 - •Chair: Joe O'Brien
 - James Works
 - •Melissa Smith
 - •Ekaterina Khoreva (National Office liaison)
 - Cindy Lincicome (National VP oversight)
 - •Tim Byers (SAME Foundation)
- •Committee manages and monitors the investment funds stipulating a long-term investment horizon
- •Committee meets quarterly to review investment performance
 - •Results reported at Foundation Boards meetings
- •Committee meets annually to review the Foundation Investment Policy
- •SAME Finance Team:
 - •CFO: Daniel Watford (CLA outsourced; located in Baltimore)
 - •Controller: Sharolyn DeWitt (CLA outsourced; located in Reston)
 - Staff Accountant: Ekaterina Khoreva
 - •National SAME Treasurer (SAME and Foundation): Allison Ingram

Foundation Investments

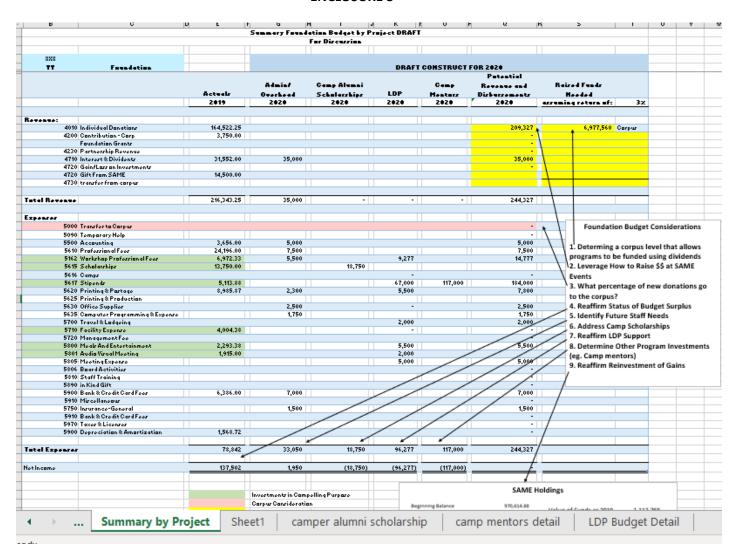
Foundation	1,340,058.42	Available
Omaha Post	672,810.93	
Hampton Roads	512,527.88	
Tampa Bay Post	298,342.84	
Houston Post	295,311.70	
NOVA Post	142,302.20	Post Funds belong
Orange County Post	100,000.00	to Posts
Huntsville Post	94,365.66	NOT AVAILABLE
Narragansett Bay Post	51,171.96	
Panama City Post	37,285.28	
Mid-Maryland Post	36,143.14	
Total all the posts	3,580,320.03	

Pending: Central Virginia Post: \$25,000.00

2021 Expenses

Scholarships	\$1	15,625.00
Stipends	\$	200.00
Printing and Postage	\$1	12,013.45
Office Supplies	\$	1,087.56
Bank Fees	\$	6,518.09
Miscellaneous	\$	1,848.54
Depreciation	\$	1,868.66
Affinity (Fund Raise Reg)	\$	18,723.00
LDP	\$	14,407.05
	\$	72,291.35

ENCLOSURE 3



SAME 2020 LDP Program Budget		-						
	Per Person Er	ti Tata	l Ertimate	Act	wal	<u>'</u>	Tarianc <i>e</i>	HOTES
JETC 2020 - 2019 Clars Graduation								
Numbor of Participants	17	Includ	ar current cle	arrofLDPp	articipar	ıtr		
Participant Airfaro	\$ 600.00	s .	10,200.00	\$		\$	10,200.00	
Participant Hotel		\$	10,200.00		-	\$	10,200.00	3 nightr at \$200/night
Registration	\$ -	\$		\$	-	\$		Arrumor Comp Registration
Catoring			1,700.00	\$	-	\$	1,700.00	Caffoo, Bovoragos, Lunch far 17 ppl
Passible End of Program Participant Assessment			1,800.00	-	-	\$		Assess professional development of participants (for 24 assessment
Subtutel 2019 JETC Class Expenses		\$ 2	3,900.00		-	•	23,900.00	
•			•			Ĺ		
JETC 2020 - 2020 Clarr Inauquration								
Numbor of Participants	20	Includ	os ano LDP p	or Rogian (†	18) and 21	LDPO	ammittee men	nbors
SAMEbrandodswaq	\$ 100.00	\$	2,000.00	\$	-	\$	2,000.00	LDP attendes ribbons, LDP silver/qald badges,
Travel		+						
Participant Airfaro	\$ 600.00	\$	12,000.00	\$		\$	12,000.00	Could be a part cart.
Participant Hotel			12,000.00	-		\$		3 nightr at \$200/night
Registration	-	\$	-	\$		\$		Arrumor Comp Rogistration
Catoring			2,000.00		-	\$	2,000.00	Caffoo, Bovoragos, Lunch far 20 ppl
Audio Virual	•	Š	2,000.00	-		\$		screen, projector, flip charts
Facilitator Flight	\$ 500.00	-	500.00	-		\$	500.00	
Facilitator Hotel			500.00	-		\$		2 nights at \$250/night
Facilitator Exponsos			650.00			\$	650,00	
Facilitator Foo for Sorvico - 8 hr			8,000.00	-		\$	8,000.00	Professional Leadership Coach to kick of the year, set the stage
Participant Solf-Assossment (Myors Brigg Stop 1)			830.00	-		\$	830.00	, , , , , , , , , , , , , , , , , , , ,
rticipant Solf-Arsossmont (EΩ-i Warkplaco Ropart)			1,496.80		-	\$	1,496.80	
	•			·		Ť		
Subtatal 2020 JETC Class Exponsor		* *	11,976.#0	*	-	*	41,976.#0	
SBC 2020 - 2020 Clars Mid-year Gatheria	-							
Numbor of Participan to	18	Tasup	port Class of	2020 travol	te SBC			
Participant Airfaro	\$ 600.00	\$	10,800.00	\$	-	\$	10,800.00	Could be apart cart.
Participant Hotel	•	\$		-		\$		3 nightr at \$200/night
Registration		\$		\$		\$		Arrumor Comp Registration
Catoring			1,800.00			\$	1,800.00	Caffee, Beverages, Lunch far 17 ppl
G 1 12424 GBG 01				_			88 444 ***	
Subtatal 2020 SBC Clars Exponsos		\$ 2	3,400.00	\$	-	\$	23,400.00	
								Support materials, Support to LDP committee members if required
Mircellaneau: Support Carts			5,000.00	\$		\$	5,000.00	(passible stipend), athers TBD
Tatal Annual Cart		\$ 1	4,276.#0		-	\$	94,276.80	
				-		-		



2021 Annual Appeal Timeline/Status

Fund Drive Activities	Status
ID Central Message	Complete
Create appeal flyer, design, & print	Complete
Develop recipient list	Complete
Develop emails \underline{to} : previous donors, prospective donors, all recipients	Complete
Design & print direct mail letter, return form, return envelope	Complete
Assure web donations capability	Complete
Update thank you letter form	Complete
Release emails	Complete
Mail solicitation letters	Complete
Develop and release follow up email #1	Complete
Develop and release follow up email #2	Complete
Report out at Foundation Board meeting in November 2021	Complete
Develop and release follow up email #3	Complete
Develop and release final follow up email to non-donors	Complete

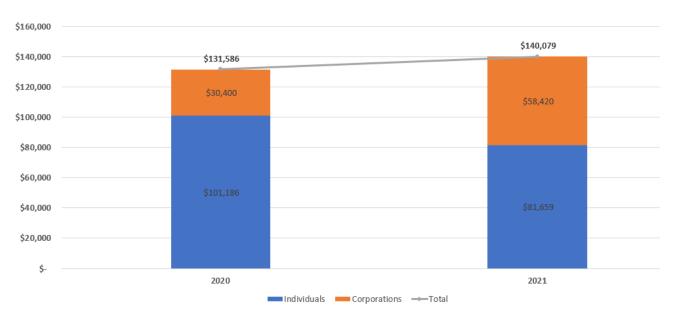


2021 Annual Appeal Timeline/Status -2

Fund Drive Activities	Status
Print donor names in TME	March/April
Ensure donor accounting recordation	continuing
Ensure membership donor records updated and thank you tax letters sent	continuing
Regular donation reports to BOD	continuing
Ensure stewardship policies are being followed	continuing

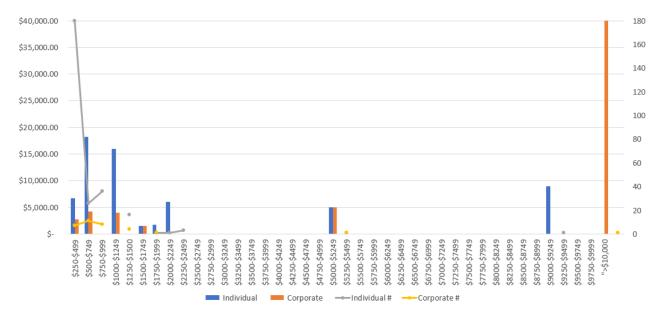


Fund Raising 2021 = \$140,079





Fund Raising 2021 = \$140,079



SAME Foundation Organization Chart 2022 CHAIR CHAIR ELECT FINANCIAL FINAN