



# Board of Direction Meeting

Monday, December 8, 2014 – Kansas City Convention Center

## Attendance

### Attending

#### National Officers

John Mogge	Jane Penny	Joe Schroedel (non-voting)
Harold Rosen (non-voting)		

#### Regional Vice Presidents

Rick Rubin	Theron Pickens	Jim Hagan
Stephen Gambrell	Mary Anderson	Michelle French
John Gerstenlauer	James DeGour	Bill Grip
Bill Bersson	Sal Nodjomian	Steve Houser
Charles Perham		

#### Committee and Council Chairs

JJ Tang	Corey Weaver	Kurt Ubbelohde
Hud Heaton	Stacey Hirata	John Cawthorne
Bill Haight	Mike Blount	Gita Murthy
Ben Redding		

#### Elected Directors

Matt Altman	Marilyn Lewis	Steve Rose
Robert Schlesinger	Wesley Hamill	Carrie Ann Williams
Brian Balukonis	Rad Delaney	Wendy Parker

#### Appointed Directors

Tony Price (non-voting)	Jennifer Fogg (non-voting)	Bill Anderson (non-voting)
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#### SAME Staff (non-voting)

Eileen Erickson	Kathy Wilson	Nick Desport
Marc Bialek	Dana Bach	Ann McLeod

### Not Attending

#### National Officers

Gary Engle	Bill Brown	Mike Giorgione
Rich Khalil (non-voting)		

#### Regional Vice Presidents

Terry McCann	Rosemary Gilbertson	Cindy Lincicome
Steve Shea		

#### Elected Directors

Sharon Krock	Marvin Fisher	Robert Moriarty
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#### Appointed Directors

Neal Wright (non-voting)		
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## Call to Order

The Executive Director called the meeting to order at 1:00 PM, and the Pledge of Allegiance to the Flag was conducted. BG Schroedel then acknowledged the addition of Board Briefing Book and asked the board if they preferred that approach – the board unanimously agreed.

*Action Item: Briefing books will be provided for future boards.*

## Welcome

The Chairman, Col John Mogge, USAF (Ret.), welcomed the board and commented on how pleased he, Past President RDML Gary Engle, and President Elect Jane Penny were with the new Executive Director, Gen. Schroedel. Quorum was recognized

## Consent Agenda

### Board, Committees & Councils, RVP Succession Update

Col Mogge emphasized the new transparency of the Board Succession schedule. Recommendations in the Board Briefing Book were outlined and explained.

*Action Item: Nomination Committee for the Vice President and President Elect positions was requested and approved.*

### Announcement of New Fellows

Harold Rosen, counsel for the Board and Vice Chairman for the Academy of Fellows Selection Committee briefed that new Fellows for 2015 had been selected. Letters would be going out to the selects and non-selects by end of business on Friday, December 19, 2014. Dana Bach, Administrative Assistant would be handling the distribution of said letters.

### National Master Calendar

The XD, Gen Joe Schroedel brought attention to the Master Calendar in tab 2 of the Board Briefing Book. He emphasized the integration of TISP events into the SAME Master Calendar. He also emphasized the need for and committed the SAME HQ to take a more proactive role in coordinating the National Master Calendar, citing conflicts such as the DBIA conference in 2015 at the same time as the SBC.

### Board of Direction Minutes (May 2014)

The Executive Director mentioned that the meeting minutes for the May 2014 meeting are available on [www.same.org/board](http://www.same.org/board).

### August 2014 XC Decisions

At the August Executive Committee Meeting, several items were brought before the Committee

- Discussion of the potential conflict of interest in the hiring of Vice President Michael Giorgione as an instructor. Committee decided that there was no conflict of interest and approved the option to contract with Mike by Director of Programs, Col Nick Desport, USAF (Ret.).

- The Memorandum of Agreement with SMPS was discussed and approved. MOA with SMPS provides a value add to our membership with things like the Small Business Marketing Check booth at the Small Business Conference.
- A task force was convened to oversee the integration of The Infrastructure Security Partnership (TISP) into SAME. Further information about task force will be available in the TISP briefing

**Motion to approve the Consent Agenda was made, motion was seconded and approved unanimously.**

## Executive Director Update

Gen Schroedel emphasized the new governance model in SAME Leadership and SAME HQ. With this being a volunteer organization, the duty of the Headquarters Team is to:

1. Support the Posts
2. Support the National Direction
3. Foster SAME's National Reputation

He also emphasized that the overall direction and focus of the HQ is to help create membership value. He further emphasized that in order to create the maximum value possible, it was imperative to establish unity of effort throughout SAME by closing the gap between HQ and posts. The HQ Team will help foster a unity of effort between themselves, the RVP's, the Posts and the Members by

1. Establishing a best practices system to enable all posts to benefit from programs that have worked for other individual posts
2. Enabling our volunteer leadership to work efficiently and effectively in their positions to establish strong leadership from the bottom up.
3. Integrating TISP into SAME to provide all the benefits of TISP's unique and valuable insight into national and regional programs
4. Helping inspire creative programs that will foster inactive members into activity and providing a stronger regional and post presence that is not reliant on a handful of extremely active, but potentially overworked, members.

## Membership and Post Operations

The XD introduced Marc Bialek and emphasized the Best Practices program that Marc has undertaken to ensure that posts throughout SAME have an easy way not only to be aware of what other posts are doing, but to have enough detail about successful endeavors that they can make prudent decisions about replicating similar programs locally. The XD emphasized that, while membership numbers may be increasing, posts across the country indicate that participation is declining and we need a concerted effort to inspire inactive members to action.

Director of Membership and Post Operations, Marc Bialek briefed the Board his department's progress since the May 2014 Board Meeting. Overall membership is up over almost all areas, strongest growth in Public Agency members. Marc brought the downward trend in Sustaining Member Companies to the attention of the board. Col Mogge asked if access to the membership database, which could allow those SM companies to isolate their key post memberships, could account for the change. Marc indicated that he did not believe that was the case and that the downward trend in SM memberships simply might be

a cyclical effect of the current market. Elected Director Richard “Rad” Delaney asked if there were memberships that were counted twice in the database. Marc responded that yes, there are members that are Sustaining Member Representatives in their companies and also hold an Individual Membership. However, those members are paying their dues twice, so should be counted twice. Marc outlined the Membership and Post Operations department’s goals for 2015

1. Provide a strong value proposition for all member categories
2. Develop a way to share Posts’ Best Practices to help Post Leaders save time and energy.
3. Volunteer Leadership roles are more clearly defined and ensure they are available to all membership
4. Continue the upturn in Public Sector memberships
5. Increase the Membership and Post Operations customer service to the members/volunteers
6. Upgrade the Membership database with new abilities and functionalities, such as a third post selection for all members

***Action Item: The SAME Master Calendar needs to reflect all the Post Events, so that information needs to be collected in some fashion***

*The chairman emphasized that while this collection is important, it is the RVP’s and the Post Leadership’s role to provide that information to SAME HQ.*

Question was raised by Architectural Practices chair J.J. Tang about whether the interest in committees or councils is collected from new members. Marc responded that yes, the information is collected when the new memberships are input into the database. Nick then added that Nicole Mathews, Program Coordinator, pulls that information on a quarterly basis to provide to the committees and councils.

***Action Item: Col. Charles Perham, RVP of Southwest Region requested a 2 or 3 slide presentation for the RVP’s to present at post events outlining the committees and councils and how members can be involved.***

Elected Director Wendy Parker also commented that in a lot of cases, SREP’s for large companies are not notified that they have been selected as SREP’s for the posts

***Action Item: Wendy Parker asked for a notification email for new SREP’s about their new position and how they can be involved with their local post.***

Marc asked for a decision about the deactivation of the Middle East Post. Per the SAME bylaws the Board must decide to deactivate posts that are no longer sustainable. Col. Steve Shea, RVP for European Region, not present at the meeting, has recommended that the post be deactivated

**Motion: Deactivation of the SAME Middle East Post, made by President-Elect Jane Penny. Motion was seconded and passed unanimously.**

## **Communications and Marketing**

The XD introduced Eileen Erickson and emphasized that our revenues from advertising have been declining. He indicated that Eileen has developed a unique approach that has great promise.

Eileen Erickson, Director of Communications and Marketing briefed the board about the new Strategic Communications direction for her department.

1. Hiring of a Sales Firm to go after new advertising for TME and the SAME Directory
2. Completion of upgrades to the Online Directory. Information maintenance for the Directory has been handed over to Membership and Post Operations
3. Transition of marketing emails over to a new system that has been extremely successful in reaching 100% of contacted parties. Also, emails regarding SAME and TISP are now combined, small increase in costs, but the benefits will far outweigh the costs.

Several questions were raised regarding the hiring of a sales firm:

- Eileen stressed that TME advertising is dropping and this is a very necessary expense to ensure the continued success of SAME.
- The directors and XD had a meeting to discuss the strategic SWOT (strengths, weaknesses, opportunities, and threats) and PEST (political, economic, social, and technological) analyses in regards to marketing for TME
  - Jane Penny asked for a definition of the analyses and which markets were being targeted
    - Markets being targeted are energy, regional and local businesses, academic institutions. Moving away from solely DoD towards infrastructure, energy and education
- The Chairman asked for a discussion about the selection of the sales firm
  - Mary Anderson, RVP for Middle Atlantic region, asked about how the sales firm was going to be operating.
    - Eileen stressed that the firm would not be aggressive, however they would be firm in their marketing strategies.
    - The firm has been given a no-contact list that they are not going to call.
    - While we need to protect current SM companies, we also shouldn't rule them out entirely. There are SM's that fall directly into the focus areas we would like to expand into, and they need to be contacted.
  - How is the firm being selected?
    - The firm selected was Naylor. They have worked with societies like ours and provided the best value for the cost
  - Col Perham asked if it would be cheaper to hire someone inside to do this work rather than an external firm
    - Eileen responded that between salary and benefits it would be much more costly to hire a new employee. The firm will pay us 60% (??) of the revenue they collect with their sales. Provides a win-win situation
  - Col Tony Price, Awards Council Chair asked whether the firm understands the market
    - Eileen indicated that regardless of whether it is an internal firm or a new hire, there is always a learning curve about our market and our membership

*Action Item: Board Review Committee for the new marketing firm consisting of Carrie Ann Williams, Jennifer Fogg and Mary Anderson*

*The Chairman emphasized that this committee is being convened in the interest of transparency. The decision regarding the hiring of a marketing firm is fully in the Headquarters Operating Budget and under the sole purview of the Executive Director.*

## **Programs and Continuing Education**

The XD introduced Nick Desport and emphasized that he has embraced Nick as a full-fledged Deputy Director in addition to his duties as the Program Director. In that capacity, the XD emphasized that he ensures Nick and he continuously share perspectives.

Nick briefed the board regarding the status of the programs and continuing education department

- Onsite Courses
  - 2013, 6 courses offered, 158 people trained
  - 2014, 9 courses offered, 139 people trained
  - 2015, planning to offer at least 9 courses
- Online Courses
  - 2013, 14 webinars offered, 1054 people trained
  - 2014, 18 webinars offered, 1578 people trained
  - 2015, continue to offer at least 18 courses
- Webinar attendance has been from 6-600 participants
  - Elected Director Carrie Ann Williams asked if we provide a group rate
    - Yes we do, for example, if individual attendance cost is \$100, it is \$200 for up to 5 people
- The integration with TISP has provided more attendance for the webinars.
- In regards to the on-demand webinars, interest is growing, we are still tracking how people are coming to see the webinars.
  - Partnership with Red Vector is going to provide a great wealth of new webinar attendees and also cost savings for our members. They are a source of quality content and will be a great value add for our membership
- Corey Weaver, College Outreach Committee chair asked about review courses for engineer exam.
  - We do not provide those courses, the market is already covered by other engineering societies. However, strategic partnering with those societies could provide a discount for our membership

## **Other Programs**

Nick provided a short briefing on two opportunities that had come to know about

1. American Association of Engineering Societies has committed to support the Grand Challenge Engineer program.
  - a. Would require SAME to host one activity per year regarding the Grand Challenge Engineer Program
  - b. Encourage SAME members to serve as mentors to grand challenge engineers
  - c. Contact 10 of the 65 signing institutions
  - d. SAME would need to attend an annual meeting on the Grand Challenge Program

Nick stressed that SAME has not agreed to this partnership, however bringing it to the board's attention was necessary so it can be considered

2. ASCE IMAX Movie

- a. Production of the film has begun and there is an open casting call for engineers to discuss their work and personal stories
- b. SAME HQ is aware, however we at this time are not engaged

### **Vietnam War Commemoration**

Nick briefly touched on the Commemorative Partner opportunity for the Vietnam War 50<sup>th</sup> commemoration event. More information would be available at the Army Plenary Session, where LTG Bostick will be presented the flag for USACE.

### **Finance and Accounting**

The XD introduced Kathy Wilson and emphasized that for the past several years we have experienced declining revenues and have only cut expenses to match available revenues. He indicated that we must increase revenues and have already started addressing the issue by initiating efforts to secure grants, initially for TISP, and potentially through creation of a SAME Foundation. He also indicated that Kathy and the Treasurer (Rich Kahlil) had followed through on an earlier recommendation to replace the audit firm that had been in place for over 10 years (he made final selection decision in October).

Kathy Wilson, Director of Finance and Accounting delivered the projected FY14 Financial Results

- The Executive Committee had approved the balanced budget
- YTD 9/30/14 operating deficit was \$88K (budgeted \$120K)
- YTD 9/30/14 net surplus \$173K (budgeted \$38K)
- Capital gains \$131K (75% of net surplus)
- Net Assets \$5.9 Million (75% of Total Assets \$7.9 Million)
- YE Forecast: \$145K Net Surplus without unrealized capital gains
- Non-budget expenses:
  - 401(k) 2% - \$35K
  - Staff Awards - \$15K
- Detailed financial statements are available on [www.same.org/board](http://www.same.org/board)

Kathy also informed the board of the change in auditors for the new FY.

- Same audit firm had been used for 10 years (2004-2013)
- Ad Hoc Audit Committee was formed
  - Consisted of Treasurer and Board Volunteers
  - Minutes prepared and approved via email
  - Committee motion to approve Audited Financial Statements
  - Audit Opinion is reported to BOD in May
- SAME Audit Committee Meeting held March 10, 2014
  - Recommended RFP for 2014 audit
- RFP September 2014 to 5 firms
  - 3 firms (including current firm) responded

- SAME Treasurer and Executive Director selected the firm
- RAFFA, P.C. selected
  - Regional firm
  - 500 NFP clients
  - No known COI
  - Specialize in military, engineering, 501c3, highly rated in two accounting periodicals.

Looking ahead to 2015

- Draft budget has been prepared, 2015 will be a balanced budget
  - Executive Committee approval will be at February 2015 meeting
  - Maintain current staffing (24 full-time employees)
  - New Items for 2015 budget
    - Increasing YM and NCO JETC stipends
    - Market research firm to provide quarterly report to members on business trends in DoD A/E/C industry
    - Post Operations Webinar Series
    - TISP Integration
    - Advertising Sales Reps for TME and Online Directory advertising
    - Focus group to review strategic communications

Questions were raised about the market research firm by Mary Anderson in regards to the selection of a firm and how quickly we would have the first report to members. As of the meeting, a market research firm had not been selected, however Marc Bialek stated the selection would be made by end of 1<sup>st</sup> quarter 2015

Elected Director Bob Schlesinger asked about the impact of the TISP dues on the financial forecast. Kathy and Marc both responded that the TISP dues would be halved with the integration.

J.J. Tang asked about considering stipends for the Committee and Council members to attend JETC, Kathy said that was something that could be investigated.

Elected Director Matt Altman asked about the financial downturn to the CEP programs with how positively they have been attended. Nick and Kathy responded that there are several reasons including transition of onsite to webinar classes, cancelled webinars, and instructors that are unwilling to conduct a webinar as an opposed to a physical class.

## Meetings and Expositions

The XD introduced Ann McLeod and emphasized that he had reviewed the board deliberations from the past three years and that the selection of JETC sites and the JETC cost share issue needed to be finalized. He further suggested that an approach to the cost share issue is for the HQ to engage the local post at the time the JETC site is decided and negotiate with the post regarding the scope of work and price for work the post would like to take during planning and preparation for the JETC. He suggested that the current method of compensating volunteers, who support the JETC during the event, is separate and appropriate.



Ann McLeod, Director of Meetings and Expositions briefed the board on meeting plans for the upcoming years.

- Small Business Conference
  - 2015 – New Orleans, LA
  - 2016 – Pittsburgh, PA
  - 2017 – Pittsburgh, PA
  - With the short term bidding few options were left for choices with dates in November and 25% of rooms offered at per diem
  - Originally went to bid for 2015 & 2016, however extremely attractive incentives in Pittsburgh were available with a two year booking.
- JETC Future Years
  - 2019 – RFP's sent to Atlanta, Boston, Charlotte, Louisville, New Orleans, Nashville and Tampa
  - 2020 – RFP's only sent to Baltimore, Philadelphia and Washington DC due to SAME Centennial.

Ann also briefed the board on the use of consultants who can assist with a process to grow and strengthen JETC. They can provide strategic assessment and visioning, sponsorship program evaluation, research other markets, and handle booth sales entirely on their own. This would provide more ROI for current exhibitors, strengthen the show for the attendees, and expand the aperture of JETC along with the aperture for the Society as a whole.

RVP for Great Lakes, Jim Hagan asked if the RVP's can be included in the site selection for national conference locations. Ann responded that RFP are sent out to the hotels and cities themselves, and it would be highly unlikely that those local to the area would garner proposals outside of the standard process.

*Action Item: Task Force request for overview of criteria of conference site selection process. Task force will have an answer by the February Executive Committee Meeting.*

*Action Item: SAME Centennial planning task force, requested by Jennifer Fogg.*

**Motion: Jane Penny made a motion to create a task force to review the SAME conference site process and the planning of the Centennial Celebration. Task force will be comprised of: Mary Anderson, Jim DeGour, Jim Hagan, Sal Nodjomian, Jennifer Fogg, Wendy Parker and Rad Delaney. Rad Delaney will serve as chair. Motion was seconded and passed.**

The vote on JETC cost sharing was tabled for the Executive Committee meeting in February. A short discussion was had between board members, however there was no resolution regarding the issue.

### **The Infrastructure Security Partnership (TISP)**

The XD introduced Bill Anderson and emphasized the need to resolve current confusion at the post level between TISP activities and Emergency Preparedness (EP) activities. He further emphasized the missions he had given Bill to pursue grants to fund TISP, learn how SAME can pursue grants in general, and the establishment of a task force to fully integrate TISP into SAME.

Appointed Director and COO of TISP Bill Anderson briefed the board on the status of the task force to manage the integration of TISP into SAME.

Task force members included

- Co-Chair: Jim DeGour, North Atlantic RVP
- Co-Chair: Ernie Edgar, TISP Chairman of the Board
- John DeGour, EPA and SME of NIPP
- Paula Scalingi, First Vice Chair of TISP
- Denise Schrader, Vice Chair of TISP
- Mark Steiner, Vice Chair of TISP
- Albert Romano, Immediate Past Chair of TISP
- Ed Hecker, Past Chair
- Dwight Beranek, Past Chair

The Task Force held a call to discuss the issues with the integration and develop specific goals the integration should accomplish:

- Limit rebranding to sustain TISP partnership network and expand SAME awareness
- Continue national policy collaboration and influence
- Connect with Posts and provide solutions for security and disaster resilience
- Expand the local and regional partnership networks
- Diversify SAME Funding for research and solution programs

Bill emphasized that he had been meeting with many of TISP's key stakeholders and partners to ensure they would support such an integration. The response was very positive as long as TISP can maintain a coalition style effort to building consensus then their support is guaranteed.

Jim DeGour has been taking many steps to setting up a test-bed or pilot to verify the approach recommended by the Task Force would indeed move TISP and SAME to improving regional and infrastructure security and resilience. The process is helping to show some gaps that currently exist and potential resources needed to ensure efficiencies are met – such a Post Programs and Operations Tool Kit on the SAME website.

***Action Item: Jane Penny asked for development of a 2-3 slide presentation for RVP's to present at the post level to illustrate how the integration of TISP provides a value add for SAME membership.***

## **Past President's Medal**

*Chairman John Mogge and President-Elect Jane Penny left the room while this issue was discussed*

The Executive Director brought the subject of a Past-President's medal to the board. The medal would commemorate the service of the three year governance cycle of President-Elect, President, and Past-President. This new medal would better align with the Society's practice of awarding medals to annual honorees through its award programs. This medal would be retroactive to 2012, when the governance regarding the Presidency of the Society changed.

The medal design is silver to distinguish it from the gold President's Medal that already is awarded for exemplary service to the society. An issue with the design of the medal was raised by Capt. Mike Blount

who believed the medal looks too much like the Silver Star award. The XD assured the board that the design of the ribbon could be changed to make the Past President's Medal more distinctive.

Capt. Bill Bersson RVP of the South Atlantic Region, asked about awarding the medal at the end of Presidency, the two year term rather than the end of the three years.

**Motion raised by Col. Sal Nodjomian to approve the creation of the Past-President's Medal with the changes to the design of the ribbon and the change to the award timeline. Motion was seconded and passed unanimously.**

*The Col Mogge and Jane Penny re-entered the room after the vote and were informed of the Board's decision.*

## Discussion Items

### USAG October Meeting

The Executive Director gave a report of the October USAG meeting. He highlighted the following feedback

- Request by the USAG to hold the meeting in mid-October rather than on Halloween
- Group appreciated the more open forum
- Group appreciated the briefing on the Warrior Transition Task Force briefing delivered by LTC Neal Wright
  - RADM Gregory offered additional contacts for LTC Wright's Task Force
  - BG Green also offered additional contacts for LTC Wright's Task Force
- The discussion was complemented by the participation and briefings by three SAME directors

Col. Tony Price, Chair of the Awards and Recognition committee commented that in the past, the USAG was available to the Board of Direction for questions and input about future projects.

***Action Item: Look into allowing the Board access to the USAG once a year to allow for questions and directions from the group.***

### SEG October Meeting

The Executive Director gave a report of the October SEG meeting. Overall, the meeting was productive, however several questions about the direction of the SEG were raised.

Jennifer Fogg, co-chair of the Foundation Task Force and longtime member of the SEG commented that in recent years, the SEG has not been as effective as it was in the past.

***Action Item: Headquarters will look at the SEG and come back to the Executive Committee with a list of things provided by the SEG, problems and solutions.***

### Focus Areas Update

Marc Bialek gave a brief summary about the Focus Area Task Force that was created by the Executive Committee, for Vice President Mike Giorgione who was unable to attend.

The Task Force found that most posts are engaging in programs highlighting the Focus Areas, and that the Society would be best served by drawing together a list of Best Practices to help all Posts be as successful as a few have been.

Mike's suggestions were to continue to advertise the successes on the post level of the Focus Area Programs and that there should be a topic in all Post Leader Workshops about Best Management Practices.

*Action Item: Hud Heaton requested that a column be set aside in TME to allow RVP's to highlight Focus Area events in their region.*

## **Strategic Partnerships Update**

The Executive Director talked about the strategic partnerships with other engineering organizations and how these partnerships are a valuable asset to our membership. Overall, the main focus of these strategic partnerships should be

- Establishing SAME's national reputation
- Have SAME as the National Security leader in the A/E/C community

By engaging in these strategic partnerships, as a Society, we can

- Foster dialogue for sharing perspectives
- Establish a platform that will allow all partners to leverage resources for both society's members
- Establish results driven outcomes that support all partners' goals and objectives.

*The Chairman stressed that it is not necessary for Posts or RVP's to wait for SAME HQ to sign an agreement to get involved with local chapters of organizations. If you, on the post or regional level, can ally yourself with another organization for the betterment of your membership, please do so. This is YOUR society, take the initiative to make the changes that you want to see in place.*

## **SAME Foundation**

Jennifer Fogg gave a very informative presentation about the Task Force to develop a Foundation for SAME

Establishing a Foundation would provide SAME stability and strength for the future by

- Providing a general fund corpus to ensure the on-going operations of SAME through adverse national, regional or local economic impacts
- Provide a tax exempt repository for memorial gifts, estate planning donations, and gifts of individual donors and corporate contributors
- Serving as a trustee for charitable trust bequests, trust and estate distributions and gift annuities.
- Funding programs, services and opportunities in line with the SAME strategic mission through the use of grant making programs
- Ensuring the recognition of all SAME Foundation donors

The tentative structure proposed would be

- 501(c)(3) with educational, scientific, and charitable purposes
- Private foundation vs “public charity”
  - Public Charity would provide
    - No tax on net investment income
    - Less restriction on investments
    - No income distribution requirements
    - Less regulations
    - Less liability exposure to officers and directors
- 509(a)(3) supporting organization to SAME
- Type I “parent-subsidiary” structure

Currently, the UPS Foundation and the Rockefeller Foundation have agreed to be mentors to the SAME Foundation to provide guidance in this new endeavor.

The action plan moving forward is

- Further define and reach a consensus on the purpose of the foundation
- Establish a governance structure
- Develop a charter and a mission statement
- Finalize most beneficial legal structure for the foundation
- Draft the Articles of Incorporation
- Determine incorporation jurisdiction
- Incorporate and secure tax exempt status
- Develop a strategic plan
- Organize the announcements
- Kick off a campaign for the Foundation

Both Hal Rosen and Jennifer Fogg stressed what a great step forward a SAME Foundation would be for the Society.

**Motion: Bill Bersson made a motion to approve and continue the action plan as stated by Jennifer Fogg and Hal Rosen. Motion was seconded and passed unanimously.**

**The meeting was adjourned by the chairman and the board was dismissed at 6:00 PM.**