



Virtual Board Meeting Minutes

May 26, 2020

0900-1200 Eastern

GoToMeeting: (571) 317-3129, Access Code: 276-517-413

ATTENDING		
Hal Rosen (Chair)	Tony Leketa (Vice-Chair)	Tim Byers (Secretary)
Suzanne DiGeronimo	Gary Engle	Angie Goral
Gene Lupia	Dave Nash	John Peabody (Treasurer)
Jane Penny	Bob Schlesinger	Susan Thames
Julie Fisher**	Sally Riker**	Roger Wozny**
Buddy Barnes (SAME President) **	Heather Wishart-Smith (SAME President-Elect)**	Mark Handley (SAME Vice-President)**
Joe Schroedel (Exec Director)**	Will Hoffman (SAME staff)**	Eddie Gonzalez (SAME staff)**

**Non-voting

The meeting was called to order at 9:05 AM. The Agenda for the meeting is attached. Following the Pledge of Allegiance, roll was taken and a quorum was in attendance.

The Minutes of the previous Board meeting (April 16, 2020) were unanimously approved.

Investment Update: Gary Engle, Chair of the Investment Committee, presented an overview of the investment portfolio and recent results. With the financial and economic downturn resulting from the COVID 19 pandemic, the Foundation’s investment portfolio was down at one point approximately 12%. As of the meeting date, it had made a significant recovery, and was reported now down 6% from January 1, 2020 as of mid-April and was continuing with further recovery since then. The combined Society and Foundation Investment Committee had been meeting virtually with the investment advisors throughout the downturn and recovery period, and the consensus was that the investment policy for the Foundation remained appropriate. Gary Engle reported that the Foundation is closely in line with its intended benchmarks for equity holdings and other asset classes, and that only small adjustments were being made in the portfolio.

A question was raised regarding the performance of the invested Post funds. There currently are 6 posts (Houston, Northern Virginia, Narragansett Bay, Omaha, Panama City and Mid-Maryland) with funds invested through the Foundation with a 7th post (Tampa Bay) being added. Post funds of course experienced the same swings as did the Foundation’s own invested funds, but also were substantially recovering. Each post with invested funds receives a quarterly report on its investment results. It was noted that it would be wise for the Foundation to communicate with the post treasurers and/or presidents to give each post more of a report on the investment situation. Gene Lupia suggested that such a report should come from the Foundation President to be sure the Foundation gets across to each post that it is the Board as a whole that is looking over the investment situation. Tim Byers added that the Society’s Regional Vice-Presidents should also be alerted to the concerns and efforts of the Board in overseeing these post fund accounts. It was agreed that the President and Chair of the Investment Committee, in coordination with Society staff, would draft a report on investment situation

to each of the 6 posts and each RVP to support Post decisions to invest funds in the Foundation to be signed by the President.

Mark Handley was an invited guest in attendance with the Board. He, along with Heather Wishart-Smith, also in attendance, had been instrumental in reviving the Society investment committee. Mark Handley took the opportunity to inform the Board that it was his and the Society's view that the investment advisors were capably performing and that the investment policies of both the Foundation and Society remained prudent. Mark Handley, Heather Wishart-Smith and Gary Engle were all thanked for their efforts in serving the Society and Foundation in this most critical investment arena.

Centennial Update: Tony Leketa serves as the Foundation's liaison with the Society's Centennial Commission. He next gave a report capturing the fluidity of the situation due to the COVID pandemic and the conversion of the in-person JETC to a virtual JETC, beginning the next day, May 27. In that position, Tony Leketa has participated with weekly calls of the Centennial Commission. Between Tony Leketa and Joe Schroedel, Executive Director of both the Foundation and the Society, it was explained that (1) the virtual JETC was ready to proceed, (2) some events that had been previously planned for JETC were being deferred, conditions permitting, to the Small Business Conference upcoming in early November, including the 1st Leader Development Program graduation, Society National awards, Golden Eagle presentations and new Fellows Investiture. That situation too is fluid. The Centennial Commission calls will continue weekly, and Tony Leketa will continue to represent the Foundation on those calls.

LDP Update: Angie Goral and Susan Thames have supported the Foundation and its involvement in underwriting financially the Society's Leader Development Program, the first class of which has completed its year of study and closing projects undertaken for "graduation." Angie Goral reported that it was possible that the LDP graduation could be conducted at the Post Leaders Workshop in August, but that that event too was appearing to have to be converted to a virtual workshop, so that it was more likely that the graduation would take place in conjunction with the Small Business Conference in November. Angie Goral suggested that all Board members watch the videos of the graduate's project presentations.

In response to a question from the Board about keeping track of the future successes of the graduates, Angie Goral reported that there is a robust evaluation survey and a program to "follow" the class. She reported that they are all expected to "graduate" into Society leadership positions. John Peabody suggested that the graduates might make presentations of their projects at a national Society event to showcase their efforts.

Susan Thames next reported on the new class, informing that all 18 members of the 2nd class were well into the first portion of instruction, the "Know Yourself" curriculum. Susan Thames further reported that all were already working on the Myers Briggs and Emotional Intelligence portions of the curriculum. All "students" were matched with mentors.

Joe Schroedel reported that the demand for "slots" in the 2nd program was more than double the demand for the first year's program. He reported that this class has 8 military (7 active duty) of the 18 members. He offered that while they have access to military leadership development, the Society program gives them more attention and diversity.

Marketing and Communications Committee Update: Jane Penny, chair of this committee reported that the committee is contemplating fundraising campaigns, but that specifics have not been determined. She emphasized that there is a high need to reach out to Society membership for the success of any campaign. Her committee is prepared to move forward as needs are more defined. Eddie Gonzalez suggests that there is a potential to create an LDP project that could support the Foundation’s marketing and communications efforts.

Stewardship Committee Update: Gene Lupia, chair of the stewardship group, emphasized that donor recognition must be a continuing function. He also reported that there is a need to convert donor “suspects” into “prospects.” Gene presented to the Board a draft definition of stewardship that could be incorporated into the approved Stewardship Policy as follows:

“The broader definition of stewardship and the responsibility of the Stewardship Committee should be to assure that the following six questions are continuously answered:

1. Is the donor’s contribution, its earnings and its distribution promptly, accurately, and frequently accounted for to the donor and is the investment/risk management appropriate for the gift duration?
2. How does the gift make a significant difference to both the SAME Foundation and SAME, and is this difference communicated to the donor over the life of the gift?
3. Do both the SAME Foundation and SAME communicate their appreciation of the donor’s contribution and thanks for the sacrifice of the donor throughout the giving process and the life of the gift?
4. Is there appropriate and continued public recognition of the donor’s contribution from both the SAME Foundation and SAME throughout the life of the gift?
5. Does the donor feel good about the process, feel that all commitments by the Foundation and by SAME were met, feel well-treated by both the Foundation and SAME, trust the Foundation to steward any future gifts and trust SAME to properly make use of future gifts?
6. Are there effective processes in place to assure the accomplishment of the above and to rapidly correct any failings?”

Gene Lupia asked for comments on this from his committee by no later than Friday May 29. He intends to submit a revised (if needed) version to the full Board at its next meeting. The comments on his proposal were very favorable. His proposed emphasis on “trust” by donors and prospective donors was particularly applauded.

This gave rise to several questions regarding the Board communications to donors. Do donors receive one “thank you” or are there follow up communications? John Peabody emphasized the importance of “operationalizing” the communications.

Some questions were raised about the status of fulfillment of the Founding Donor recognition that had been represented to early donors in response to the first Annual Fund drive. Hal Rosen mentioned that there was an intent to present Founding Donor pins at the in-person JETC. With the loss of that, he suggested that the Founding Donor recognition be extended to an in-person 2021 JETC. That idea met

with resistance, and it was decided that the Founding Donor pins should be ordered and mailed to those entitled to them with a thank you acknowledgement letter from the Chair/President. A cut-off date for recognition as a Founding Donor was left open, but could be year-end. Action: Make final cut-off date decision at next Board meeting.

This then led to discussion of the status of the hiring of a “development manager.” Joe Schroedel reported that hiring efforts were on-hold first pending financial fallout to the Society from the pandemic and then by focus by all staff on the virtual JETC, but that he expected this hiring to pick up momentum soon. Action: Discuss the draft position description for the Development Manager at the next Board meeting, Action: Added another Board meeting by the end of June.

The subject of Foundation fundraising being possibly perceived as being in “competition” with the posts and their scholarship funds was also raised. Suzanne DiGeronimo mentioned, for example, that the New York City Post harbored some concern of Foundation fundraising having an impact on Post scholarship fundraising. John Peabody mentioned the idea of some limited fundraising “sharing” with the posts. Heather Wishart-Smith offered that it would be important in Foundation communications to emphasize that the goals of the Posts and of the Foundation are complimentary. Specifically, she reminded all that Post fundraising focuses on scholarships, and that Foundation fundraising is focused on the STEM camps and Leader Development Program and “fostering engineering leadership for the nation.” It was mentioned that there should be a way to “marry” Post and Foundation objectives.

Financials Update: Will Hoffman’s financial report summary for the year to date included a reported \$54,130 in revenue and \$19,216 in expenses. The largest portion of revenue was due to the receipt in February of a \$35,000 bequeath distribution from the estate of Carl Baswell. This was the second distribution from that estate, the first donation being received in 2019. The expenses were reported to include such accounts as (1) meeting expenses associated with the LDP program, (2) accounting fees and (3) some payouts in support of the STEM camp scholarships. A small Board expense was recorded in connection with the January Board meeting and associated dinner.

Will Hoffman reported further on the post funds investments. Those posts that invested early stood the most gains; the last 2 posts in were experiencing small losses but still recovering as the market was recovering.

Gene Lupia asked for more information regarding the Baswell estate distributions, emphasizing that good stewardship required special thanks to the family. Will Hoffman reported that there were appearances that a family member may have contested the will. Hal Rosen reported that he had not contacted the family because he did not know who to contact and did not want to get the Foundation involved with what may be a family dispute. In any event, Hal Rosen agreed to contact the lawyer that had been in communication with the Society to get more information to the Board.

Governance and Selection Committee Update: Dave Nash accepted taking on chairmanship of a new Governance Committee. There has been recognition that the Foundation Board will manage Board membership selection, and this has been referred to the Governance Committee for management. Society President Buddy Barnes stated that this is a natural recognition of the maturity of the Board. Incoming President Heather Wishart-Smith agreed. There was some discussion about the checks and balances between the Foundation and Society and respective Boards and linkage between the two organizations. The subject was tabled with the understanding that some discussion of balance would be undertaken in the future.

On another governance subject, Board terms of office are 3 years and are to be staggered according to the Foundation Bylaws. The first full Board took office in early January 2017 and ended its first term at the end of December 2019. Some of those Board members elected to drop off the Board (John Mogge, Julie Fisher, Roger Wozny, Robert Van Antwerp, and Bud Griffis) to allow for new members (Suzanne DiGeronimo, Susan Thames, Dave Nash and Bob Schlesinger) and to begin term staggering. Other Board members indicated they might serve an additional year. It was agreed that in order for the Board to decide if new members should be added effective January 2021, any Board member into his second term will be asked to let Eddie Gonzalez know of his intentions to complete his term at the end of this calendar year. Action: Discuss Board member staggering terms of office procedures at the next meeting of the Board.

Secretary Position Description Discussion: Tim Byers, Foundation Secretary, reviewed the position description duties and responsibilities and was satisfied that they were fairly and accurately presented. He suggested that the position description could be reviewed annually. There was a concern expressed that the description did not best identify the Society staff position's responsibilities serving as liaison from staff to the Board. Tony Leketa moved and Bob Schlesinger seconded that the position description be adopted with the understanding that the SAME staff liaison with the Secretary be better identified in the position description. Action: Tim Byers modify the secretary position description to define the SAME staff liaison's responsibilities as Assistant Secretary to the Foundation Board for approval at the next Board meeting.

Treasurer Position Description Discussion: John Peabody, Foundation Treasurer, reviewed the position description and felt that it adequately and appropriately identified the duties and responsibilities of Treasurer. The same concern was expressed that the position description did not properly identify the Society staff liaison person by title, nor the responsibilities. The comment was made that the titles in the position description for the staff individuals should match the titles in the Foundation organization chart. On motion by Gene Lupia and second by Gary Engel, the position description for treasurer was adopted with the same caveat that the position description be amended to more clearly identify the position and responsibilities of the financial liaison person from Society staff who would assist the Treasurer. Action: John Peabody modify the treasurer position description to define the SAME staff liaison's responsibilities as Assistant Treasurer to the Foundation Board for approval at the next Board meeting.

During the discussion on this position description, John Peabody made the point that there would have to be coordination meetings including the Treasurer, chair of the Investment Committee and Society staff to set a "battle rhythm" on coordination of budget, expenditures and investment results, perhaps on a monthly basis and with quarterly updates to the Foundation Board.

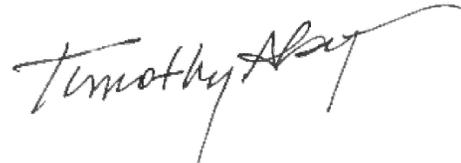
Tony Leketa pointed out that there is no separate Foundation audit committee. Joe Schroedel informed that there was one joint audit committee for both the Society and the Foundation that had been working very successfully for both organizations as a joint committee. The Treasurer position description provides that the Foundation Treasurer will serve as a member of that joint audit committee. Gene Lupia advised that the Board needs to actively oversee audit effort lest the Board fall into financial mismanagement of its donor funds and possible liability.

John Peabody pointed out that there presently is no definition of the expenditures available to the Foundation for furthering its intended philanthropic efforts. Action: discuss definition of the expenditures available to the Foundation at the next Board meeting.

Fundraising Committee: The Foundation Board was running out of meeting time to conduct a discussion of fundraising efforts. It was decided that a follow-on meeting would be scheduled in late June with fundraising as the primary topic. Hal Rosen chided the subcommittees to further progress their planning efforts. Suzanne DiGeronimo, chair of the planned giving subcommittee, had a plan ready for presentation to the Board, but it was tabled until the follow-on meeting of the Board. It was expected that the 2nd annual fund too would be a major topic for that meeting.

New Business: No new business was presented to the Board. However, it was recognized that other items that were on the agenda would be moved forward for discussion at the follow-on Board meeting.

With that understanding, the meeting was adjourned at 12:00 noon.

A handwritten signature in black ink that reads "Timothy Byers". The signature is written in a cursive style with a long, sweeping underline.

Date: 9 Jun 20

Timothy Byers, Secretary

Action Tracker

Meeting	Action	Responsible	Estimated Completion
Mar 11, 2019	Develop external fundraising flyer/communication piece based on the internal piece – produced internally.	Jane	
Mar 11, 2019	Consider how LDP 2020 class will present their experience to FDN BOD. LDP TF to provide assessment of program to Foundation.	Eddie	PLW (August 10, 2020)
Nov. 20, 2019	Establish a Foundation budget with expenses and fundraising targets	Board	Ongoing
Nov. 20, 2019	Aggregate fundraising ideas/options into a single fundraising plan.	Hal; Board	Ongoing
Nov. 20, 2019	Add a Foundation briefing to a future RVP call. Arrange with Mark Handley.	Eddie; Jill; Hal	TBD
Jan 30, 2020	Finalize Develop Manager position description	Eddie; Hal; Joe	
Jan 30, 2020	Finalize position descriptions for Treasurer and Secretary	Eddie; Will; Hal; Joe	
May 26, 2020	Add Post Funds program communication to PLW agenda	Eddie, Jill	
May 26, 2020	Contemplate a way to showcase LDP projects.	Eddie, Angie, Susan	
May 26, 2020	Follow-up discussion between SAME BOD and Foundation BOD regarding mutual linkage.	Hal, Joe, Heather	
May 26, 2020	Set up a follow-up BOD meeting for June. Eddie to send out doodle poll.	Eddie	
May 26, 2020	Discuss at June BOD meeting: <ul style="list-style-type: none"> • Budget • Development manager position • Continue fundraising committee discussion 		