



AUGUST 24, 2017 BOARD OF DIRECTORS

Meeting Minutes

Offices of Community Foundation for the Ohio Valley – Wheeling, WV

Attendees: Susie Nelson, Tres Ross, Adam Sanders, Bob Boone, Tom Tinder, via teleconference Sue Sergi, Michelle Foster, and David Ziegler

Not In attendance: Diane Hinkle, Michael Whalton, Patricia Watson, and Bob Orndorff

Staff: Paul Daugherty, President & CEO, Grace McDaniel, Director of Programs & Services, and Hilaria Swisher, Office Assistant

Prior to the start of the Meeting Paul Daugherty thanked Susie Nelson for hosting the meeting and for all of the hard work she and her team did for the Kresge Visit. He then gave a brief introduction of the Kresge team visiting and also discussed the visit with the Mott Foundation at the Philanthropy WV office.

Chair Susie Nelson called the meeting to order at 10:08 AM

CONSENT AGENDA:

- **Approval of February 2017 BOD Minutes:** *(see Attachment A)*
- **Grants Tracking Report** *(see Attachment B)*
- **Report on A&R Collection** *(see Attachment C –Page 5)*

BOARD ACTION: *There were no questions on the items provided. Bob Boone made a motion to accept the Consent Agenda items as presented and Tom Tinder seconded the motion. Motion passed unanimously.*

Financial Reports YTD 07/31/2017

(see Attachment C – Pages 1-4 & 6)

Paul began with a brief overview of the financial reports and reviewed the current status of Credit Card processing and the USDA/RCDI grant. Jeanne Pagnozzi with eCratchit joined the call at 10:15 am. Ms. Pagnozzi reviewed the July and year-to-date report (see page 1 of the Financial Summary). Sue Sergi asked about the timing of Annual Membership Dues, if they come in throughout the year or at one time. Paul answered that the majority come in at the beginning of the year. Paul then went on to review Special Initiatives found on page 2 of the report. He reported that Philanthropy WV runs special programs through this Initiative and that it is not always used. What the Board sees coming out will be reimbursed by the USDA grant. Ms. Pagnozzi then went on to review the USDA Grant (page 3) and the WVNPA (page 4). Page 6 of the report was provided to the Board to reconcile the requested changes from the Audit. Ms. Sergi thanked eCratchit for the report, stating that the format was very helpful. Chair Nelson asked for any questions on the financial report. Mr. Tinder asked for the figure of the amount of money in the bank account for July and for a balance sheet. A balance sheet will be provided in future financial report packets. Paul mentioned that Mr. Tinder had asked a question about the audit concerning deferred revenue. He then reported a response received via email from the Auditor, Kiley Wagner. There were no other questions. *Mr. Tinder moved to accept the Financial reports as given. Adam Sanders seconded the motion. Passed unanimously.*

Committee Reports & Actions:

○ **Public Policy & Advocacy Committee:**

Paul gave a report on the committee in Diane Hinkle's absence. There was a meeting at the end of July in Thomas, WV. The Committee prioritized the issues for the October meeting. There will be a joint webinar with the WVNPA next week (the week of August 28th) on the Johnson Amendment. The committee is working on a series of op-eds that Paul and Laura Lee Haddad with the WVNPA will release this fall. The next Policy Institute is scheduled for Friday, December 8th in Charleston at the State Capitol. Philanthropy WV will be the host. The plan is to convene the Impact Commission and have their first meeting at that session. Paul also discussed that staff capacity is down because the Policy Fellow has wrapped up his time with Philanthropy WW and he thanked Mr. Tinder for helping to establish the Policy Fellow position.

○ **Memberships & Programs Committee:**

Ms. Sergi reviewed the programs that have been presented as well as the reviews of those programs. The programs given to-date have been well received. Ms. Sergi then reviewed the upcoming conference agenda adding that Paul and Grace have done a wonderful job putting the conference together. She stated that the committee is concerned about the number of registrants to date. The committee has taken names of Philanthropy WV members who have not registered and have begun making personal phone calls. The SOP nominations were reviewed during the committee meeting and the winners were chosen. Grace has been notifying the nominators of the selections so that the winners will be in attendance at the Annual Conference. There were 2 new member applications AEP and Wheeling Heritage. *Ms. Sergi made a motion to accept the AEP application. Mr. Boone seconded the motion. Passed unanimously.* The Wheeling Heritage application is a little different than the normal. Ms. Sergi has asked the board to review because of the differences. Mr. Tinder asked what made it different than the others. Paul discussed that the application is for the grantmaking arm of the Wheeling National Heritage Area, which is a corporation. They do not do a lot of grantmaking, but are similar to our Volunteer WV member. Mr. Sanders asked what would cause the Board to not approve an

application. Paul responded that there is a list used to vet each application. Mr. Tinder asked if there are any other Heritage areas in the state. There is only one other known in the state and there may not be a foundation associated with them. *Ms. Sergi made a motion to accept Wheeling Heritage as a member. Mr. Boone seconded the motion. Passed unanimously.*

Paul reviewed the 2017 Annual Conference sponsorship numbers. Philanthropy WV has already surpassed numbers from previous years. Mr. Ross asked about the Fenton Foundation as a member. Mr. Ross will speak with members of the foundation. Mr. Boone stated he would contact the Henry Logan Children's Foundation about becoming a member. The staff will share a list of non-members attending the conference with the board so they can connect with them in person. Mr. Sanders asked about the Private and Family Leadership Academy program and if it was planned for after the conference. Paul mentioned that due to time constraints the program has been pushed out. The staff will pass along the details once they are confirmed. Mr. Ross asked about Antero Resources becoming a member, Paul mentioned that he had contacted Antero multiple times with no response. Chair Nelson asked for any additional questions. There were none.

o **Mission Advancement Committee:**

Paul stated that the committee has not met since the last board meeting. Susan Landis was a major part of that committee. The committee will convene in early September.

o **Finance & Administration Committee:**

Paul gave a brief report, stating that the biggest change has been the move to JustWorks. Philanthropy WV is their first client in West Virginia. Paul then briefly discussed the decision to move a portion of the reserves to double the interest rates has been made and that he is in the process of moving the money.

o **Executive Committee:**

Chair Nelson discussed the need to ratify the hiring of JustWorks and the movement of reserves within MVB Bank for the CD's and Money Market. Mr. Tinder made a motion to ratify the partnership. Mr. Ross seconded the motion. Passed unanimously. Mr. Boone made a motion to approve the transfer of the reserves for investments in CD's and money market. Ms. Sergi seconded. Passed unanimously.

o **WV Nonprofit Association:**

Mr. Ross reported that the WVNPA meeting was on August 23rd. The necessary steps to spin off from Philanthropy WV were discussed. The WVNPA is focusing on January 1, 2018 for the separation to be completed. A meeting was held with Mary Hunt prior to the WVNPA meeting, she is supportive of the move. The WVNPA group is feeling more comfortable with the spinoff, but they still need more reserves. The plan is to have their 501(c)3 by January 1st. Many of the required documents are in motion and the By-laws were approved yesterday. Philanthropy WV wants to be sure they are sound before spinning off. Philanthropy WV may stay the fiscal sponsor or partner for a little while after the separation is complete. Melissa Watkins is helping with the process. Paul discussed that is set up on the operational side for separation to be completed easily. The staff will sit down with the WVNPA staff after our annual conferences to discuss the final details. Mr. Ross discussed that the Governance committee reviewed the costs the WVNPA will have to absorb and it is approximately equal to the \$15,000 they pay Philanthropy WV annually.

Unfinished Business:

- **Strategic Plan Implementation & Tracking: (see Attachment D)**

Paul started the implementation on June 1st and has been getting feedback from the committees. There will be a proposal for some changes to the M&P committee coming soon. There is a two page goal tracking sheet to help keep everyone on track. There has not been a lot of press on the new strategic plan to date, but Paul is working on that. Paul requested Board Members to volunteer to share a few comments on the value of being a member of Philanthropy WV. He will discuss this further off line with the Board members. Ms. Sergi and Mr. Sanders volunteered. Any other volunteers, please let Paul know.

- **Board Vacancies:**

Due to the passing of long-time board member Susan Landis recently this has put our overall board membership below our by-laws required minimum of thirteen members. The Executive Committee has acted to fill this position in a timely fashion and has recommended to appoint Marian Clowes, Senior Program Officer of the Parkersburg Area Community Foundation & Regional Affiliates to fill out Ms. Landis' term. Ms. Clowes is willing to serve. Ms. Clowes was involved in some of the early years of Philanthropy WV's formation in the late 1990s and is a former Community Foundation Executive Director and returned to PACF as their Senior Program Officer. *Ms. Sergi made a motion to approve Ms. Clowes. Mr. Tinder seconded the motion. Passed unanimously.* The Executive committee asked Mr. Boone to step in and fill the vacant Secretary position and he agreed to do so. David Ziegler asked about the minimum and maximum number of board members as spelled out in the By-Laws. The minimum is 13 and the maximum is 18 or 19. A discussion was then had about the nomination of additional board members. Mr. Tinder asked Mr. Ziegler to send his suggestions to Paul so the nominating committee can have it available to them.

New Business:

- **Approval of New Memberships:**

This was completed earlier in the meeting. Please see above.

▪ *AEP- Appalachian Power (Corporate)*

(See attachment E)

▪ *Wheeling Heritage Area (Public Grantmaker)*

(See attachment F)

- **Election of Board Secretary:** This was completed earlier in the meeting. Please see above.

- **A Tribute to Susan Stevenson Landis:**

Paul discussed the plan to honor Susan Landis at the Annual Conference and beyond. Creating a possible Memorial Endowment with the Beckley Area Foundation to permanently fund the Spirit of Philanthropy Awards providing support for the ceremony, WV artisan awards, and a mini-grant for honorees to gift to a nonprofit organization/cause similar to Susan's passions in the arts, education, and community philanthropy. *Mr. Tinder made a motion to have the endowment set up once the funds can be secured. Mr. Ross seconded the motion. Passed unanimously.*

- **Board Development:**

Attachment G was not attached to the board packet in time. It will be attached and reviewed during the November Board meeting. Mr. Sanders mentioned that, as the Board of Directors they need to tell the staff exactly what they want and to create a breakdown of that list with priorities. He also mentioned that he would like to see the board packet as one PDF document. He reminded the rest of the Board members to be very clear with what is needed from the staff in order to save staff time and resources.

- **State of Philanthropy WV – Paul D. Daugherty:**

Paul had the staff track how they spend their time for at least two weeks and compiled the data. Please refer to the State of Philanthropy report for those breakdowns. There were two definite needs identified, the need for Hilaria to be full time and the need for a staff member to focus on membership engagement. Paul went on to highlight the programs hosted to date and reviewed what is working and what is not. There was a discussion between Paul, Grace and the Co-Chair of the M&P committee, Kathryn Davis-Lamp, about the Annual conference. There were two points discussed. The first is changing to a lighter agenda (one and half days) every other year and keeping the full two and a half days on the other years. Philanthropy WV relies on the Annual conference in the budget. There is a lot of staff time put towards the Annual Conference. The second item discussed was moving the conference to the spring. The 2018 conference is set for November in Charleston, WV. A discussion was also had about how to get the Annual conference attendance up.

Chair Nelson adjourned the meeting at 12:06 PM.

NEXT MEETING:

4th Quarter MTG: *Thursday, November 30th from 10 AM to 2 PM at Philanthropy WV Offices in Morgantown, WV (adjusted to 12 Noon to 3 PM)*