



**3<sup>RD</sup> QUARTERLY BOARD OF DIRECTORS MEETING  
THURSDAY, AUGUST 23, 2018**

*Steptoe & Johnson Law Firm, 400 White Oaks Blvd, Bridgeport, WV*

**Present:** Susie Nelson, Marian Clowes, Mike Lewis, Tom Tinder, Bob Orndorff, Adam Sanders, Bob Boone, Sue Sergi,  
**Teleconference:** Dena Cushman, Patricia Watson, Michael Whalton, David Ziegler  
**Staff and Guests:** Paul Daugherty, Hilaria Swisher, Krissi Raymond, Alexis Jones, and Kiley Wagner of Arnett Carbis  
Toothman

**MINUTES**

**Call to Order: Board Chair Susie Nelson**

**11:01 AM**

▪ **CONSENT AGENDA:**

- Approval of May 2018 BOD Minutes: *(see Attachment A)*
- YTD Grants Tracking Report *(see Attachment B)*
- President's Report & Strategic Plan Implementation *(see Attachment C)*

**BOARD ACTION on Approval of Consent Agenda:** No questions were asked. Tom Tinder moved to approve the Consent Agenda, Mike Lewis seconded the motion. Motion passed unanimously.

▪ **Financial Report:**

- 2018 Year to Date Financial Report *(see Attachment D)*

Board Treasurer Bob Boone reviewed the basic points of the financial report. Paul reviewed in depth points including membership dues, grants, and in-process changes to several expense line items to be approved by the Finance & Audit Committee. Bob Boone reviewed the balance sheet. Tom Tinder asked for clarification on receiving the Benedum grant. Paul clarified the grant had been received in the month of August. No further questions asked.

**BOARD ACTION on Approval of Financial Report:** Adam Sanders moved to approve, Bob Orndorff seconded, motion passed unanimously.

▪ **2017 FY Annual Audit & Form 990 Presentation**

*(see Attachments E – 1 & 2 & F)*

Kiley Wagner, auditor with Arnett Carbis Toothman reviewed the Audit Report in in-depth. She noted their recommendation to separate out the benefits and JustWorks fees from the wages line item. Bob Boone requested that Kiley review her opinion of Philanthropy WV's segregation of duties; Kiley commended Philanthropy WV for outsourcing accounting processes. Tom Tinder asked about the rates for the JustWorks fees, Paul provided the numbers. Michael Whalton asked why Paul's salary is not separated out individually in the 990. Kiley stated it was not necessary due to PhilWV using JustWorks. Tom Tinder asked if Paul's salary was an appropriate rate. Kiley said yes, based on her experience reviewing similar non-profits. Paul and Sue Sergi stated they would soon provide surveys from the United Philanthropy Forum and Exponent Philanthropy, respectively, to compare salaries. Bob Orndorff moved to go into *executive session* of the board to review the audit and personnel matters. Tom Tinder seconded. The staff left the room at this time. Executive session ended with no action taken according to Chair Nelson.

**BOARD ACTION on Approval of the 2017 FY Audit:** Bob Boone moved to approve, Patricia Watson seconded. Motion approved unanimously.

**BOARD ACTION on Approval of the Form 990:** Patricia Watson moved to approve, Mike Lewis seconded. Motion passed unanimously.

- **Unfinished Business:**
  - **Membership Recruitment & Contacts** *(see Attachment G)*  
Paul reviewed new member numbers, recruitment efforts. Sue Sergi noted two corrections to Attachment G. No questions asked.
  - **Update on University & Hospital Foundation Membership Consideration**  
Chair Nelson followed up on the May Board Meeting discussion on a separate membership category for University/College and Hospital Foundations based upon some initial surveying of a small group of members, both positive and negative. Paul shared his research on peer organization's policies on this type of membership. A discussion followed. A deeper discussion occurred to determine it would be better to partner with these organizations instead of recruiting them as members. It was decided to not pursue this category but to engage as partners for programs and expertise to better West Virginia.
  - **Transfer of Wealth**  
Paul gave a brief slide presentation of the Keep5Local program. A discussion followed in the recent trends of giving. Paul is to send out examples of the completed survey for Mineral County to show the differences in the new version of the survey information.
- **New Business:**
  - **2018 Budget Adjustments**  
Treasurer Boone reported that the Finance & Administration Committee is reviewing some budget line item adjustments to the current 2018 budget that will be shared during the meeting in light of new grants received and need to be approved by the F&A committee. No questions asked.
  - **Update to Accounting Policies & Procedures** *(see Attachment H)*  
With the addition of new staff, the Accounting Policies & Procedures were updated to reflect the current organization's operations. The F&A Committee is requesting approval of the updates/edits.  
**BOARD ACTION on Approval of Accounting Policies & Procedures edits:** Bob Boone motioned for approval, Sue Sergi seconded. Motion passed with no objections.
  - **2018 Philanthropic Partners Program**  
Chair Nelson discussed the Philanthropic Partners Program and its importance in creating a stronger Philanthropy WV. She encouraged all board members to support the program.
  - **2020 Census Preparations & Member Education**  
Paul shared that Philanthropy WV will be supporting the 2020 Census in education only. Hilaria shared on her scheduled meeting with the WV Census representative, Janet Spry, and plans to schedule a webinar with her in October.
- **Reports:**
  - Committees:
    - Executive & Audit  
Chair Nelson reviewed the executive committee's goal to continue to support Philanthropy WV staff without overwhelming board/committee members. Executive Committee voted to offer United Ways membership at a reduced rate for their first 2 years. No questions asked.
    - Annual Conference & 25<sup>th</sup> Anniversary Plans  
Hilaria gave a progress report. No questions asked.
    - Finance & Administration  
Treasurer Boone had nothing additional covered. No questions asked.
    - Public Policy & Advocacy  
In absence of Committee Chair Tres Ross, Paul reviewed updates on the Congressional piece of legislation, shared the committee is monitoring donor advised fund matters from IRS. Sue Sergi moved to support the Congressional legislation H.R. 6486: Workforce Development through Post-Graduation Scholarships Act of 2018, Bob Boone seconded. Motion passed with no objections.
    - Governance  
Committee Chair David Ziegler identified the 2 spaces needing filled on the board for next year. He shared the areas needing further representation including: females, private foundations, Huntington, Central WV, and North Central WV. David welcomed nominations. Sue Sergi suggested the new Benedum president. No questions asked.

- 2018 Programs, Members, & Communications Report *(see Attachment I & J)*  
Hilaria gave a program report on member engagement and program changes. Susie Nelson asked about the timing of the webinars and if that could be a contributing factor to lower attendance. Hilaria responded with what she has found as best practice. A discussion followed about the idea of continuing to use viewing parties to increase webinar attendance.
- USDA RCDI Grant *(see Attachment K)*  
Paul gave a brief update on the RCDI grant. No questions asked.

**REMINDER of BOARD MEETINGS:**

- **4<sup>th</sup> Quarter & Holiday Party:** November 29, 2018 from 11 AM to 3 PM  
(Philanthropy WV Offices, Morgantown, WV)

**Meeting Adjourns:** Mike Lewis motioned to adjourn, Tom Tinder seconded. Passed unanimously **1:13 PM**