



SAME Foundation Board Meeting Minutes

0830-1130, Thursday, January 26, 2017

Century House

Attendance:

Present

Col (R) John Mogge	RADM (R) Gary Engle	***Maj Gen (R) Del Eulberg*
Julie Fisher	***COL (R) Bud Griffis*	Angie Goral
COL (R) Tony Leketa	***VADM (R) Mike Loose	Maj Gen (R) Gene Lupia
MG (R) John Peabody	Hal Rosen	***Roger Wozny*
**COL (R) Kurt Ubbelohde	**BG (R) Joe Schroedel	**Allison Ingram
**Kathy Off	**Col (R) Sal Nodjomian (briefly)	

Not Present

Jennifer Fogg	***LTG (R) Van Antwerp
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*Call-in

**Non-voting

***Founding Member

Summary: The Board agreed that the single most important action at this time is to determine the compelling purpose of the Foundation; one that will inspire donor participation. The second most important action is to develop a communications strategy and plan. Upon Board consensus on those tasks, attention will be turned to how the Board will raise, manage and allocate funds to meet the compelling need. Further, attention will be given to the relationship between the Foundation and SAME Posts, especially posts with separately incorporated scholarship funds. Two committees were established to address the two first tasks: the Needs Committee and the Communications Committee (see Encl 1: Board Contacts). Of significance, the Board affirmed that, by virtue of meeting the compelling need, the Foundation will contribute to the viability of the Society in many ways including attracting members, inspiring member participation, and much more – all in support of the SAME strategic plan.

Call To Order & Welcome: The Board was welcomed at 0830 by the Chair, Col (R) John Mogge. After the Pledge of Allegiance, the Board was sworn in by the Executive Director (XD), BG (R) Joe Schroedel (see Encl 2: Oath). Individual introductions were made. All Foundation Board Members in attendance were asked to sign the Conflict of Interest Form and complete the Business Card Form (if desired). The Board Secretary, Kathy Off, will obtain forms from members who were not physically present. The Board members who called in participated in the entire Board Meeting. A quorum was established with only two members absent: LTG (R) Van Antwerp (engaged in a USAA Board meeting) and Jennifer Fogg (in Dominican Republic on business). See Encl 3: Agenda.

- **Action:** Secretary will add future consent agenda item to add an Oath to the Bylaws.

Introduction: John thanked the Founding Board for their 18-month effort to help establish the Foundation. He also thanked those in the national office who supported the effort. He then set the tone for the Board, reminding them that the Board *is* the Foundation and that they are all “player-coaches”. He then clarified the role of the Foundation in support of the Society:

“The Foundation Board is subsidiary to the SAME Board of Direction (BOD). The SAME BOD is the operating arm of SAME and must be allegiant to the membership. They supply the requirements that will be addressed by the Foundation. The Foundation Board is allegiant to donors (may or may not be members) and as

stewards of their money must represent their needs. The glue that binds the SAME BOD and the SAME Foundation Board is the SAME Strategic Plan.”

He then referred to the guidance he sent to the Board underscoring the outcome of the inaugural Board Meeting as defining “WHAT Success Looks like in 2017”.

Board Organization: The Chair then clarified positions that are required by the Foundation Bylaws:

- Vice President: This position will eventually be filled; there was limited discussion during the meeting;
- Executive Director: The SAME XD, BG(R) Joe Schroedel, is the Foundation Board XD and is a non-voting member
- Treasurer: Allison Ingram, the SAME National Office Director of Finance, Administration and Operations was appointed the Foundation Board Treasurer and is a non-voting member;
- Secretary: Kathy Off, SAME National Office Strategic & Stakeholder Relations, was appointed the Secretary and a non-voting member;
- Counsel: Hal Rosen agreed to act as counsel for the Board as a voting member (Hal is the only Foundation Board member that is a member of the SAME BOD; he is a nonvoting BOD member).

Board Proceedings

Operating Funds

The Chair began the discussion by emphasizing the need for the Foundation to operate on a “no cost” basis. He stressed the fact that donors want their money to go toward the need. That engendered discussion about known expenses such as investment company management fees, national staff effort and other costs. Mike Loose pointed out that the investment management fees are already set at .6% as indicated in the Board documents (on Foundation web page).

The Board agreed with the Chairs’ intent that Board members are volunteers and that expenses of any kind will be kept to an absolute minimum.

Kurt Ubbelohde asked what the workload impact of the supporting the Foundation will be on SAME staff. The XD explained that the evolution of the staff composition has been in anticipation of the Foundation. It is already built-in to the Strategic & Stakeholder Relations Job Description and the Finance team staffing.

Tony Leketa mentioned that we may want to track staff work on the Foundation in the future. John Mogge said we would leave it to the XD to allocate time.

- **Action:** The XD committed to establish a cost accounting procedure to track National Office effort expended on the Foundation. The data collected will be important input as the Foundation’s management requirements grow over time.

John Mogge stressed that operating funds would be separate from SAME BOD. Bud Griffis mentioned numerous times that the SAME BOD needs to accept ownership of the Foundation even though they are funded separately.

- **Action:** The XD will clarify how operating funds will remain separate.

Founding Board Member Comments

The Chair turned to the XD for the second agenda item. The XD echoed his thanks to the Founding Board and to Hal Rosen and Allison Ingram who were instrumental in the development of the Foundation and offered them the opportunity to comment to the entire Board.

Hal Rosen re-iterated the fact that outside counsel was used in the beginning and that the Foundation is a subsidiary to the SAME BOD (parent).

Founding Member Comments:

- Mike Loose – I reviewed all of the documentation. Our communication and documents have been consistent and thorough which is good.
- Del Eulberg – All are excited about getting this off the ground.
- Roger Wozny – Need to set smart goals that are achievable. If we need a consultant, we should consider using one.
- Bud Griffis – Need to maintain focus. The XD highlighted Bud’s longstanding experience with the NYC Post Scholarship Fund and suggested that the Board use his experience. He has been managing the NYC Post Scholarship Fund since 1989. The XD asked Bud to highlight his experience. Bud said the NYC Fund started with \$20,000 in 1961 and now has over \$3 million. He emphasized that the tough issue is not fundraising, but administration of the allocation of funds. He said Judy Cooper and her committee manage 65 university scholarships.

Points to Understand (see Encl: 4)

The XD emphasized that the Points to Understand document was intended as a guide as Board read all of the Foundation establishing documentation. He asked if there were questions; none were lodged.

The XD then emphasized that all research required by the Board would be lodged with the Secretary for assignment to the appropriate SAME National Office staff. The XD then asked the Treasurer to provide a high-level update on the Foundation Finances.

Financial Status

The Treasurer reported:

Approximately \$1M as an initial balance, though the year still needs to be reconciled.

Investments have been transferred to Orion Investment Advisors, a group that specializes in 501(c)3 investing. The investment policy guidance and the returns are overseen by the SAME Investment Committee that includes: Mark Handley, Heather Wishart-Smith and Rich Khalil. The investment guidance for the Foundation is separate from the investment policy guidance of SAME.

The prior annual expenditures of the EM Fund were approximately \$80-100K per year.

The initial fundraising solicitation (Fellows) raised \$31K.

We currently have procedures in place to accept unrestricted contributions. Further guidance will need to be developed relative to restricted contributions. She will reach out if she receives an unrestricted contribution.

The XD was asked about the recent fundraising solicitation. He characterized the results:

- \$31K collected; all unrestricted; over 100 donations so far – indicating willingness
- (2) \$5000 donations
- Several \$1000 donations
- Several \$500 and \$250 donations

The XD pointed out the Foundation advertisements on the inside cover in the Vietnam Special Edition of *The Military Engineer* (provided to each member) and offered to accept suggestions for change. Mike Loose suggested that in the future, we use the general advertisement vice the Vietnam version.

Foundation Governance

John Mogge stated that the Foundation Bylaws call for a Vice Chair. Some discussion ensued. The Chair agreed that this would be a future action for the Board.

- **Action:** The chair will continue this discussion with board members.

John Mogge referenced the Best Practices Guide that is on the website and the need for committees. His goal was to leave with committees established, two preliminary committees are staffed as follows – organization of volunteers will be established by committees:

- Needs/Allocation Committee (Mike Loose, Julie Fisher, Hal Rosen, John Peabody, Tony Leketa)
- Communication/Strategy Committee (Angie Goral, Hal Rosen, Gene Lupia, John Mogge, Kathy Off)

For future consideration – Corporate Donations and Individual Donations Committees.

Gene Lupia asked how we would get guidance from the SAME President on allocation – how will the Board hear from the SAME BOD on priority of allocation? John Mogge re-iterated that allocation would follow the Strategic Plan. The Board affirmed that the Chair should act as Board spokesman to the SAME BOD vice the SAME XD. Members felt that the Chair would be better equipped to represent the Board without having to answer to the SAME BOD in the same way that the XD does.

Why the Foundation/ What is the Compelling Purpose?

Tony Leketa expressed the need to address the “what’s in it for me” question when marketing/soliciting. All agreed that the Foundation would provide an opportunity to increase government recruitment. John Mogge mentioned education, mentoring, scholarship, developing human resources within the A/E/C industry and how it relates to National security. John Peabody echoed Tony’s concern: the most strategic order of business should be the compelling purpose – what makes people want to give? He has already solicited the Board to provide input on:

- Provide the framework to drive board operational actions;
- Energize the imaginations of prospective donors and motivate giving;
- Focus our efforts for beneficial purposes.

Tony Leketa asked if the Strategic Plan was relevant and enticing to donors. Hal Rosen clarified that the Strategic Plan is the internal backbone to guide actions, but the Board needs to develop their own statement of purpose.

John Mogge challenged all the members to think about why they were inspired today to be there – this would help drive a compelling purpose.

Tony Leketa suggested that our connection to cyber-security could be a compelling argument for a diverse business. John Mogge asked for some brainstorming on compelling words:

- People (developing future engineers)
- National security through strength
- Prosperity through infrastructure

Roger Wozny said that the foundation needs some compelling data (where are the deficits in the industry and how can the Foundation fill the gaps). Mike Loose stated that results ARE the compelling purpose. Members agreed that communicating some of the actions that SAME has already taken is a good start.

- **Action:** The XD is committed to providing data for what the Society is doing now.

Members agreed that STEM vs Engineers should be the focus of the Foundation. Julie Fisher presented a statement: Resourcing the development of inspiring current/future engineers for the continuance of our National security and infrastructure renewal.

The XD expressed the need to view the compelling purpose from the perspective of impact. If you think about the impact, that is the compelling purpose. He gave the example of tracking money given to scholarships versus how many engineers we have helped graduate (impact). John Mogge said that focus is important to understand the impact.

Communication

Roger Wozny said that education is critical for Posts – how do they put their funds in the foundation and what are the rules?

Kurt Ubbelohde pointed out the difference between Post scholarship funds and the Foundation; Posts use activities to raise money (NYC is the exception) and the Foundation will raise money through solicitation.

Angie Goral provided the Space Coast as an example of why Posts will want to give funds to the Foundation – they initially set-up endowments and then had no control over what students receive the scholarships which results in many who do not support the A/E/C industry. She also mentioned that when her father died, it never occurred to her to give to a particular Post, but the family did want to give to SAME in his name. The XD mentioned that there are many other Posts in the same situation – he is looking into the status of all Posts in this area. John Mogge warned that Posts gain comradery from raising scholarship money and the Foundation does not want to tear that fabric. Gary Engle pointed out that there is still always skepticism about National often taking something away from Posts. Julie Fisher noted that if Posts take ownership, they will be the greatest champions of the Foundation and inspire donors. She also said that the Foundation will take the emotion out of donation and allocation for the Posts. All agreed that the Foundation leaves a broader legacy and alleviates volunteer workload for Posts.

- **Action:** The XD will identify Posts with separate incorporated scholarship funds.

Tony Leketa said that the Foundation should not focus on money amount publicly – the goal should be the strategic objectives. Members agreed and said that information (compelling purpose) about the Foundation should be put out publicly at events such as Capital Week, JETC and SBC. Along with communicating to members, Gene Lupia said that special attention needs to be given to how the Foundation communicates the purpose with Posts; Post support is vital. Bud Griffis again stressed the fact that all (Posts, SMs, IMs, SAME BOD) need to take ownership of the Foundation. Members expressed concern that individuals would have difficulty discerning whether to give funds to a Post scholarship fund or the Foundation. Allison Ingram gave an example of Heather Wishart-Shriner considering Post donation to be purely for scholarship and Foundation donations going towards support of the industry as a whole.

John Peabody suggested that the following might be starting points for communicating the compelling need:

- Invest in people;
- Next generation leaders;
- National Security through strength;
- Prosperity through infrastructure renewal.

Hal Rosen echoed the need for a communication plan and timeline. John Mogge tasked the Communications/Strategy Committee to develop a communication strategy and timeline. The group agreed that the next meeting would determine if the fundraising committees were needed yet. Mike Loose reminded the Board that RVPs need to be used in communication.

Angie Goral warned against using words that connote war (according to google “Peace through strength” makes people think of war).

Fundraising

The XD said that the Foundation Board may want to focus on unrestricted funds first. He expressed the concern over doubling up on solicitation of sustaining members. However, he also mentioned that there are active and contributing SMs and many more that the foundation probably can solicit. Mike Loose also suggested using SMs and Posts to leverage relationships which is different than direct solicitation.

John Mogge stated that monetary success for 2017 might be doubling funds within the year. After some discussion, the Board agreed that might be a reasonable success factor for 2017, but supporting the Strategic Plan and the compelling purpose are paramount.

Mike Loose asked what makes us special – what differentiates us from other similar organizations – we are the integrators of military/ industry/ academia. Joe Schroedel emphasized the Society's role as chief integrators and collaborators. Gary Engle said that the younger generation needs to see the career path and that is what also sets SAME apart from other organizations.

John Mogge laid down priority for the Board to be: structure, compelling need, collect resources. Foundation can begin collecting resources simultaneous to other tasks.

Gene Lupia believes that he can get some pro bono help from the fund-raising consultant that the Air Force Academy Endowment uses. Hal Rosen suggested that ASAE may also have some connections that we could use.

John Mogge summarized the meeting and asked each Board member to offer any final thoughts. His summary:

- We will “walk before we run;” initial focus is defining the compelling need.
- We will develop a communication strategy and plan for the compelling need.
- There is no urgency for a donor committee now.
- Once we identify the compelling need and develop the communication plan, donors may begin donating when ready.
- We will be careful in communicating with Posts, especially while we develop the communication strategy.
- The energy and interest to do this is alive on this Board.

Member comments:

- Roger Wozny: Committees will help – count me in. We need to focus on the “large ball.”
- Del Eulberg: Focus on purpose; articulate clearly. Lots of rules to develop. Count me in to help.
- Bud Griffis: Focus...Focus...Focus. What sets us apart? Take ownership of the fund.
- Gary Engle: STEM tie is key. Communication is also key.
- Julie Fisher: “Why am I inspired?” The Foundation takes the emotion out of where and how to give.
- Kurt Ubbelode: How we communicate to Posts and our membership is key.
- John Peabody: Very rich discussion – exceeded expectations.
- Joe Schroedel: We (National Office) are all in to support the Board. Let's focus on impact.
- Mike Loose: Let's get RVPs on board.
- Gene Lupia: We need to make sure that our Foundation stays within all the rules the OSD General Council has put out about accepting contributions from industry, and how we are allowed to acknowledge those contributions. None of their rules may pertain to our Foundation, but I just want us to be aware that things can get very complicated for both us and the donors. When in doubt we should check with them. We ran into many of these rules while accepting donations in the building of a facility at the Air Force Academy (I am on the AFA Endowment Board) and we are also finding out there are some of these rules which are hampering our collecting donations to build an AF Civil Engineering Memorial.
- Angie Goral: Why give to the Foundation vs. Post? Legacy.
- Hal Rosen: Walking first is good, don't want to rush this.

- Tony Leketa: It is an honor to be here. We have hard work to do. We must answer the “What’s in it for me?” question from all perspectives. This is a great opportunity to help inspire military and government folks to join SAME.

Next Steps:

- John Peabody has already begun collecting information for the Needs Committee to articulate a compelling purpose for the Foundation. He is requesting input by Feb. 3.
- The Communication/Strategy Committee should begin corresponding to outline a communication plan and timeline.
- Future consent agenda item: succession planning.
- **The next meeting will take place on March 8, 2017, 8:00 am – 10:00 am (in conjunction with Capital Week) at the Bethesda North Marriott Hotel & Conference Center.**

The meeting was adjourned slightly after 11:30 am.

4 Encl

- 1 – Board Contacts
- 2 – Oath
- 3 – Agenda
- 4 – Points to Understand



Brig. Gen. Joseph Schroedel, P.E., F.SAME, USA (Ret.)
Executive Director, SAME Foundation

Minutes approved, February 7, 2017:



Col. John Mogge, Ph.D., RA, F.SAME, USAF (Ret.)
Chairman, SAME Foundation

Foundation Board Contacts:

It is imperative that all board members use the e-mail addresses below as opposed to using an existing e-mail chain. The recommendation is to create a distro list in outlook and be sure to clear existing e-mails that are no longer valid for Jennifer Fogg, Tony Leketa, and Bud Griffis as these e-mail addresses have changed.

Name	E-mail	Phone	Position/ Committee
Col (R) John Mogge	John.mogge@ch2m.com	813-281-7746	Chair/ Communications
RADM (R) Gary Engle	Gary.engle@aecom.com	206-676-2511	
Maj Gen (R) Eulberg	eulbergconsulting@gvtc.com	210-850-5590	
Julie Fisher	jfisher@f-w.com	303-519-9364	Needs
Jennifer Fogg	jfogg@tbsokc.com	405-528-4490	
COL (R) Bud Griffis	griffis@nyu.edu		
Angie Goral	Angie.goral@martinezservicesinc.com	321-544-3616	Communications
COL (R) Tony Leketa	chiefafl@aol.com	443-534-2717	Needs
VADM (R) Mike Loose	Mike.loose@parsons.com	202-469-6626	Needs
Maj Gen (R) Gene Lupia	genelupia@gmail.com	703-608-4528	Communications
MG (R) John Peabody	Johnw.peabody@gmail.com	571-451-0954	Needs
Hal Rosen	haroldrosen@comcast.net	301-765-1828	Communications, Needs
LTG (R) Robert Van Antwerp	Robert.vanantwerp@flippengroup.com	979-693-7660	
Roger Wozny	wozengineer@cox.net	402-660-9623	
BG (R) Joe Schroedel	jschroedel@same.org	703-549-3800 x110	Executive Director
Allison Ingram	aingram@same.org	703-549-3800 x130	Treasurer
Kathy Off	koff@same.org	703-549-3800 x153	Secretary/ Communications

Foundation Oath

I, _____, do solemnly swear that I will support the Society of American Military Engineers' Foundation; that I will bear true faith and allegiance to the spirit and purpose of the Foundation to provide a secure and beneficial repository for charitable bequeaths of the Society and the public at large; that I will directly support the next generation of military, government civilian, and industry leaders through the Foundation; and that I will well and faithfully discharge the duties upon which I am about to enter with obedience, loyalty and care.



**SAME National Foundation
Board Meeting
Century House, Alexandria, Virginia**

Agenda

0830-1130, 26 January 2017

0830	Welcome	John Mogge
0840	Founding Board Member Comments (Call In)	LTG Van Antwerp, et al
0850	Charter – “Points to Understand” Why Foundation (Strategic Plan Context)? Foundation Governance Financial Status	Joe Schroedel Joe Schroedel Allison Ingram
0900	What does success look like in Dec 2017 - alignment How do we get there?	John Mogge
1100	Next Steps: Action Plan	John Mogge
1130	Summary	John Mogge

Why Foundation?

- Support the Strategic Plan 2020 Outcomes (internal and external)
 - o Enhance vision (SAME role as lead integrator) by partnering with other A/E/C societies (see CMAA partner agreement)
 - o Resource professional development value proposition
 - o Support military and government recruiting mission
- Separate Philanthropic from operational – psychological motivation to attract available resources (give to a foundation sooner than to the national office)
- Provide repository for Post scholarship funds (serve volunteers)
 - o Leverage national investment management expertise and capacity
 - o Eliminate separate post level incorporated funds
 - Free volunteer capacity
 - Eliminate conflict between post board and fund board (NJ, DFW, ...)
 - o Complement post fundraising (grow unrestricted corpus)
 - Enhance flexibility of National Foundation Board to broaden support, including (potentially) underwriting post level stipends (investments in posts)
 - Provide national oversight (recognition) of post funds that are languishing
- Serve the wider objectives of the A/E/C industry and professional societies

Foundation Governance

- Legal standing as a separate 501 c (3)
- Relationship to SAME Board of Direction and Executive Committee
- Founding Board Role
- Initial Business Plan
- Historical documentation (<http://www.same.org/foundation>)

Financial Status

- E&M Fund
 - o Initial Balance (restricted vs unrestricted)
 - o Migration to Foundation
- Expenses
 - o Stipends
 - o CAAP Scholarships
 - o Camp Scholarships

Foundation Board Operation

- Organization
 - o Committees (suggested – initial)
 - Corporate Fundraising Program
 - Individual Fundraising Program
 - Scholarship Program (expenses)
 - Advertising, Marketing
 - Fundraising Support
- SAME National Office support
 - o Executive Director
 - o Board Coordination (Kathy Off)

- Financial Management and administration support (Allison Ingram)
 - Investment management
 - Accounting
 - Administration support
- Communication (Stephen Karl)
 - Advertising (TME Vietnam Edition – *“Professional Development Scholarship Program”* – choice of words to avoid prohibited source (gift) issues)
 - Marketing support
 - Web management
- Fundraising
 - Corporate and Individual Programs (Estate Planning, Sponsorships, etc)
 - SAME existing efforts (annual life member solicitation); new efforts