



SAME Foundation Board Meeting Minutes

0900-1130, Tuesday, May 23, 2017

Columbus Convention Center, Columbus, OH

Present		
RADM (R) Gary Engle	Maj Gen (R) Del Eulberg*	Julie Fisher
Jennifer Fogg	COL (R) Bud Griffis*	COL (R) Tony Leketa*
VADM (R) Mike Loose	Maj Gen (R) Gene Lupia	Col (R) John Mogge
MG (R) John Peabody	Hal Rosen	LTG (R) Robert Van Anterp*
Roger Wozny	Col (R) Sal Nodjomian**	BG (R) Joe Schroedel**
Allison Ingram**	Kathy Off**	Col (R) Ray Willcocks**
Excused Absences		
Angie Goral		

*Call-in

**Non-voting

Summary: John Mogge summarized his brief to the SAME Board of Direction, given the previous day (ref. Encl 1). While it may feel like a slow start, it was agreed that the SAME Foundation is on pace with other similar foundations to become completely operational. Joe Schroedel offered to hire a new staff member to dedicate completely to the Foundation and assist with the creation of an “Organizational Maturity Timeline.”

Administrative:

- Business Cards were passed out; those who could not attend in person will receive theirs via mail. While it is not necessary to change the business cards, it was brought to the attention of the group that members should be referred to as “Directors” and not “Members” in order to remain consistent with the Bylaws. John Mogge is the “President” and not the “Chair.”
- The group decided that the answers should be added to the questions on the Foundation Board Slides presented to the Board.
- The Foundation will be added to the SAME Bylaws – this will be included on the next SAME Board Consent Agenda.
- If any Board Directors are interested in serving as Vice President, he/she should provide a statement of interest or rationale to John Mogge by June 30, 2017.
- Please reference the Action Tracker (see Encl 2) to see if you are responsible for any actions originating with this meeting.
- Please reference the Contact List (see Encl 3) for committee assignments.

Financial Update: The initial transfer of Funds from the Society’s legacy E&M Fund was approximately \$966,000.

- Since the initial transfer, the investments have increased in value to \$984,000
- Tax exempt status was granted in 2016, therefore a 990 was filed for 2016, with zero activity. 2017’s 990 will must be filed by May 15, 2018.
- Based on conversations with Lou Novick, SAME’s insurance broker, since the Foundation is a subordinate organization to SAME, SAME’s insurance covers the Foundation.
- On a monthly basis, John Mogge will be provided a list of all donations over \$1,000.
- Allison Ingram defined again the three types of contributions that can be made to a Foundation: unrestricted, temporarily restricted and permanently restricted.
- Investment Policy Guidance for the Society has been approved. Foundation investment policy guidance is in the final stages of revision by the Investment Committee and Gary Engle, Foundation Investment

Committee volunteer, and will be submitted to the Board soon (see draft guidance posted to the Foundation web page: www.same.org/foundation).

Gary Engle will take the lead as the Investment Committee Liaison. Any comments on the policy should be directed to him.

Action: On a monthly basis, the Finance Department will provide John Mogge a list of Foundation contributions greater than \$1,000.

Internal Outreach: John Mogge provided a starting point to the Communication Plan (see Encl 4). As in previous discussions, the Foundation Board agreed that Fellows will be key to building communication channels internally. Ray Willcocks mentioned the change in the AOF Executive Committee to include the Fellows Vice Chair of Engagement. This person would act as a liaison between the AOF and the Foundation. Ray suggested that John Mogge choose a Fellow for this position. **Roger Wozny agreed to chair the Internal Outreach Committee; he will be accompanied by Jennifer Fogg, Tony Leketa and Bud Griffis.**

There was discussion on how the Foundation will manage resources from Posts and what the relationship will be. **Hal Rosen volunteered to lead a committee that will develop suggested guidance; he will be accompanied by Gene Lupia, John Peabody and Mike Loose.** This is a key element to internal outreach.

Action: Post – Foundation Operations Policy ready for distribution by July 31, 2017.

Market Research: As a gift to the Foundation, Jennifer Fogg hired an outside company to do a marketing analysis of the Foundation. The company had the following feedback and advice:

- The Foundation website did not present clarity on what sets the SAME Foundation apart from other engineering societies.
- The Foundation needs to focus on internal communications first. 18-24 months recommended – we are 5 months in.
- Messaging
 - Everything should be communicated transparently
 - Must focus on beneficiaries
 - Promote contributors (circle of giving – 100 yrs campaign)
 - Stay consistent
 - Provide annual report
- People should be able to give in a variety of ways – in person, on-line, mobile app
- Marketing should be visible at all times

Action: Jennifer agreed to take the marketing research to the next level.

What is Next?

Discussion followed with emphasis on the need for a plan. After some division on whether the plan should be called a strategic plan (we follow the SAME strategic plan, so there is no need for a separate one) or a campaign plan (which for some people corresponds to a donation campaign), John Mogge offered that we need an “Organizational Maturity Timeline.” Discussion also centered around the need for a full-time Foundation staff member. The group decided that it was time to hire outside help with developing this “Timeline.” This person would need to have experience developing charitable organizations. Joe agreed to hire somebody to augment the current staff. **Jennifer Fogg and John Mogge agreed to help with a job description.**


Action: Create job description and hire Foundation staff member.

Stewardship: Gene Lupia has offered to chair a future Stewardship Committee to ensure that our donors are properly “hugged.” It was stressed that we need to market every dollar received and also build an ongoing relationship with donors. Until the Foundation is ready to launch the Stewardship Committee, John Mogge has offered to personally call any donors over \$1K (retroactively as well). [Update: John has personally talked with each of the major donors and thanked them for their donations as well as provided them a personal update on our progress.]

Next Meeting: SAME will host a conference call in early August. The next face-to-face meeting will be in conjunction with the SAME Small Business Conference, Nov. 15-17, 2017 in Pittsburgh, PA. Official dates and times will be sent via Kathy Off.

5 Encl

- 1 – Board Slides
- 2 – Action Tracker
- 3 – Contact List
- 4 – Draft Communication Plan



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

Minutes approved, June 8, 2017:



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



Update for the SAME Board of Direction
May 22, 2017

Fostering Engineering Leadership for the Nation

<http://www.same.org/foundation>

What is the Foundation?



- Nonprofit Corporation registered in the District of Columbia
- Article 3: Purpose: The purposes for which the Corporation is organized are: charitable, educational, and scientific purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code including but not limited to support of the educational and scientific purposes of the Society of American Military Engineers.
- Does not have members.
- Does have a “volunteer” Board of Directors

Why have a Foundation?



- Support the Strategic Plan 2020 Outcomes (internal and external)
- Separate philanthropic from operational – with the motivation to attract available (broadly based) resources.
- Provide an (optional) repository for Post Scholarship Funds (serve volunteers)
 - Leverage national investment management expertise
 - Eliminate separate post level incorporated funds
 - Compliment post fundraising
- Serve the wider objectives of the AEC industry and professional societies

Who is the Foundation?



Chairman – John Mogge
Vice chair – vacant



Board members: Gary Engle, Del Eulberg, Bud Griffis, Bob Van Antwerp, Roger Wozny

How does the Foundation work and what work has been done?



- *Slow and methodically* – “walk before we run”
- Small teams based on a broad strategy – outlined by the Foundation By-Laws
 - Clear alignment on the fiduciary differences between the Society and its Foundation
 - Ensure we have the “Compelling Need” correct and deployable
 - Build the dialog and get the word out
 - Understanding the competitive market for philanthropic activities
 - Build a specific plan around the market conditions and our niche space in the market
 - Build a communications plan to deploy the “need” to the target market
 - Begin to generate more resources beyond the transferred funds

What can you do to help the Foundation?



- Be articulate about your Foundation
 - What it is and what it is not!
 - Separate out the rumors from the facts
- Be an advocate for its broad purpose to individuals and corporations and organizations beyond our ranks
- Promote the “Compelling Need” – help find the needy
- Volunteer to help the committees with their tasks – no board membership required to do this
- Stay current on the affairs of the Foundation – website monthly

Five FAQs



1. Will the Foundation threaten the financial position of the Society?
2. What are the goals of the Foundation?
3. How can contributions be made?
4. How will or does the Foundation distribute resources?
5. Who manages the Foundation's resources?

Action Tracker

Meeting	Action	Responsible	Estimated Completion
1-26-17	Cost accounting procedure established	Joe Schroedel	Status report by June 30 and July 31
1-26-17	Clarify how operating costs will remain separate from SAME BOD	Joe Schroedel	Status report by June 30 and July 31
1-26-17	Bylaws call for a Board Vice Chair	John Mogge	Status report by June 30 and July 31
1-26-17	Identify actions that SAME has already taken to support the compelling purpose	Joe Schroedel	Status report by June 30 and July 31
1-26-17	Identify Posts with separate incorporated scholarship funds	Joe Schroedel	Status report by June 30 and July 31
3-8-17	Provide specific examples of how SAME supports National Security	Joe Schroedel	Status report by June 30 and July 31
Monthly	Finance provides John Mogge a list of contributors.	Allison Ingram	NA
5-23-17	Post – Foundation Operations Policy ready for distribution	Allison Ingram & Hal Rosen	7-31-17
5-23-17	Take the marketing research to the next level.	Jennifer Fogg	Status report by June 30 and July 31
5-23-17	Create job description and hire new staff member.	Joe Schroedel & John Mogge	Status report by June 30 and July 31
5-23-17	Investment Committee progress	Gary Engle	Status report by June 30 and July 31
5-23-17	Internal Communications progress	Roger Wozny	Status report by June 30 and July 31

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. There has been no change in contact information since the last Board Meeting.

Name	E-mail	Phone	Position/ Committee
Col (R) John Mogge	John.mogge@ch2m.com	813-281-7746	President/ Market Research/ New Hire
RADM (R) Gary Engle	Gary.engle@aecom.com	206-676-2511	Investment Committee
Maj Gen (R) Eulberg	eulbergconsulting@gvtc.com	210-850-5590	
Julie Fisher	jfisher@f-w.com	303-519-9364	
Jennifer Fogg	jfogg@tbsokc.com	405-528-4490	Market Research, Internal Communications/ New Hire
COL (R) Bud Griffis	griffis@nyu.edu		Internal Communications
Angie Goral	Angie.goral@martinezservicesinc.com	321-544-3616	
COL (R) Tony Leketa	chiefafl@aol.com	443-534-2717	Internal Communications
VADM (R) Mike Loose	Mike.loose@parsons.com	202-469-6626	Market Research, Post- Foundation Ops Policy
Maj Gen (R) Gene Lupia	genelupia@gmail.com	703-608-4528	Stewardship, Post-Foundation Ops Policy
MG (R) John Peabody	Johnw.peabody@gmail.com	571-451-0954	Post-Foundation Ops Policy
Hal Rosen	haroldrosen@comcast.net	301-765-1828	Post-Foundation Ops Policy
LTG (R) Robert Van Antwerp	Robert.vanantwerp@flippengroup.com	979-693-7660	
Roger Wozny	wozengineer@cox.net	402-333-8497	Internal Communications
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

SAME Foundation DRAFT Communications Plan

Overview, Purpose and Process: The Foundation Board has the lead in communicating the purposes, function and operations of the Foundation. This Communications Plan is intended to provide the process, guiding rationale, and key messages to guide the Foundation Board's communications, both internally within SAME and externally to the public beyond SAME. The Plan is intended as a "living, breathing" guide that can be revised by the Board as circumstances suggest. It is intended that all Board members (voting and non-voting) abide by the Plan.

Process

- **Who** – who will use this plan? Initially the board members, SAME National (employees and board), AOF, RVPs. Eventually local Post leadership, scholarship committees.
- **What** – a written plan to explain the foundation (how it came to be, why, what it can be used for, how it can be used – and eventually success stories). Approach geared for various audiences (current SAME members (new members, long time members), organizations and individuals outside of SAME).
- **How** – At first a physical written document, even just notes and thoughts (maybe on google docs so others could edit?). Next a more formal finalized document, article in TME and website correlation (need to make sure we have a tickler to update everything periodically – especially to capture success stories). Eventually marketing materials (brochure type, online)
- **Why** – to ensure everyone is saying the same thing about the foundation. Nothing misleading. To capitalize on good ideas and all the smart people involved.
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Communications Committee: This draft plan was developed collectively by Angie Goral, Gene Lupia, Hal Rosen and John Mogge as agreed during the March 2017 Foundation Board Meeting and will be presented to the Foundation Board at its next meeting on May 23, 2017.

Initial Focus: The initial focus of communications under this Plan is to educate membership as broadly as possible about the Foundation and to avoid or minimize misinformation.

Board members will be called upon to explain the Foundation to the Society membership, including individual members and sustaining member firms, Society Fellows, including the Academy of Fellows, Posts and post leadership, RVP's, and the national SAME Board of Direction and Society national officers.

These communications will occur in a number of ways. The Foundation Board Chair has responsibility for communications with the SAME Board and the Society national officers. More specifically, among other things, the Foundation Board Chair will (1) author an article explaining the Foundation to be published in (2) brief the Society membership at each annual business meeting, (3) brief the Society Board at Board meetings, and (4) brief official gatherings of the Academy of Fellows. The article and briefings will explain the Foundation and provide current status updates regarding the Foundation. Other Foundation Board members will be called upon to brief Posts at Post meetings to cover as many posts as feasible (understanding that not all posts will be covered and that the focus will be on posts conveniently located geographically with Board member residences or travel).

Communication Principles: Clear, concise and consistent communications are essential to the Foundation's success and comprise the Plan's internal communications principles and framework.

Clarity – all communications should begin with the reason for the creation of the Foundation, then relate to the audience how they benefit from supporting the Foundation and how the Society benefits in general by having a Foundation.

Key "Clarity" messages:

- **Fundamental Reason to have a Foundation** – "to permit the Society to do much more within the Society's purposes and to better support the mission of the Society."

- **Pragmatic Reason to have a Foundation** - to offer a place to receive funds for people who want to donate to SAME but not just a local post – people who have been part of several local posts throughout their career and have a special connection to SAME as a whole society. Because of relationships and connections at the Director, AOF, and RVP level of SAME we can now take advantage of new, creative, and engaging, ideas that these folks have for disbursement of funds and enable local posts to tap into these ideas.
 - **Legal Background** - *Everything the Foundation is designed to do theoretically can be done by the Society itself without a foundation. It just wouldn't likely be as successful. E.g. the Society itself can receive funds from donors (to the E&M Fund or to any other fund we decided to create) and the Society itself can manage funds, including funds of its posts—all without a foundation. The reason for the Foundation is that it is likely to be many multiple times more successful than the Society otherwise would possibly be with these things.*
- **The Foundation's overriding purpose is-** "Fostering Engineering Leadership for the Nation." To achieve this, the Foundation has four focus areas:
 - Support engineering leadership
 - Support STEM
 - Support military engineers
 - Support national security

This is the stated intent of the Foundation in support of SAME, its posts and its members and for this great Nation.

Conciseness – *in all communications be armed with the facts but tailor the communication to the audience and the reason for the engagement. Recognize it is easy to get lost in the details – try to avoid the mechanics of the Foundation and return to the reason for the Foundation when needed.*

Key "Concise" messages includes those for clarity and:

- **Foundation Board:** Established in 2016 as a separate 501(c)(3) in support of SAME and its purposes. In addition, there is an added fiduciary accountability – which is to its donors.
- **Gifts to the Foundation:** Can be accepted now as either unrestricted (preferred) or restricted. Restricted gifts are managed and accounted for as outlined in the Foundation's By-laws and as required by the tax code.
- **Financial management of the Foundation:** the Foundation voting Board members are all volunteers, the non-voting members are employees of the Society who account for their time but are paid for that time by the Society. It is anticipated that there will be modest investment fees incurred by professional fund managers. The intent of the Foundation Board is to keep the cost of managing the Foundation to the absolute minimum.

Consistency – *in all communications relate the same key thought(s) that reinforce the purpose of the Foundation and how it's assets are accumulated, managed, and distributed. Use the Website as the basis of your information and commentary as well as this plan and the messages we want to share.*

Key "Consistency" messages include those for clarity and conciseness and:

- **One Society – One Foundation:** The Society and the Foundation are intended to operate hand-in-hand. It is intended that the Posts operate hand-in-hand with the Foundation. One compliments the other—no conflicts whatsoever. Posts may but are not required to place their charitable funds or a portion of their charitable funds in the hands of the Foundation for investment, management and disbursement. The funds may be restricted or unrestricted as imposed by the donors. Many Posts are successful in raising funds but struggle in terms of disbursement in ways and to people who in the end achieve the strategic intent guiding the Foundation.

- **Recognition** – the Foundation will recognize donors and donor organizations if they allow such recognition. Many times donors chose to remain anonymous and the Foundation will always honor such requests.
- **Academy of Fellows (AOF)** – as the senior leaders of the Society, the Fellows are an important body and voice for the Foundation. They may also desire to provide gifts of their time or otherwise to the Foundation and the Foundation Board will enable support proactively. There will be no added expectations imposed upon the Fellows as a result of the Foundation, but we should recognize that Fellows are likely supporters, but only if they wish. The Foundation Board Chairman will regularly update the AOF on the operations of the Foundation.

These tenets – **clarity, conciseness, and consistency** should govern the internal communications and be used as the backdrop for all Foundation Board communications within the Society.

STOPPED DRAFT EDITS HERE – Waiting for the input from the Marketing Committee

External Communications: The Foundation’s external communications are best served in similar a similar manner to its internal communications but include more formal methods of communication such as website posts, electronic and printed marketing materials, presentations by Foundation Board Members, advertisements and solicitations.

Verbal

Electronic

Marketing

Presentations

Advertisements

Solicitation

Communications Plan maintenance and posting.

FAQs by constituency

Questions from sustaining members:

1. What’s the difference if I give to the foundation or sponsor something at a National conference? If I can only do one, which should I do?
2. One reason we donate is to get exposure to potential future clients, will that still work through the foundation? Will exposure be more favorable? Or less?
3. What are some specific examples of what these funds will actually do? Things I can say to “sell” this to my boss.

Questions from local post:

1. Can I just have you hold my money, and then get it back when we need it? What’s the advantage of this? Is there a minimum?
2. If we’d like you to distribute our donations, is there a way to keep our donations used for someone/something in our local area?
3. Will we be updated with success stories of what was done with our donations?
4. Can we look into pooling donations together from several posts to try to do something “big”? Donate to a college endowment? Donate for a facility (i.e., the SAME wing of the Civil Engineering building at XX college?)
5. Can Posts request money from the foundation – to send young members to conferences, pay for credentialing?

Questions from fellow, long time members:

1. How can I leave a legacy donation to SAME?
2. Are processes in place to recognize individual donors giving "in the name" of someone else? Tax receipts?
3. Can we give something other than money? Estate type donations?

Questions from folks outside of SAME

1. What is SAME? What is the purpose of the foundation?
2. How can I give?
3. What benefit do I get from giving?