



Board Meeting Minutes
 January 27, 2021
 1300-1600 Eastern

ATTENDING		
Hal Rosen (Chair)	Tony Leketa (Vice-Chair)	
Tim Byers	Suzanne DiGeronimo	Gary Engle
Randy Gardner	Gene Lupia	Angie Martinez
Linda McKnight	Dave Nash	Sal Nodjomian
John Peabody	Jane Penny	Bob Schlesinger
Susan Thames		
Roger Wozny**	Mark Handley** (part-time)	Heather Wishart-Smith** (part time)
Joe Schroedel** (Executive Director)	Will Hoffman** (Finance)**	Eddie Gonzalez** (Programs)

**Non-voting

The meeting was called to order at 1300. All members were in attendance. The agenda for the meeting follows.

Opening Comments: The Chair opened the meeting by welcoming the three new Board members: (1) Linda McKnight, (2) Randy Gardner, and (3) Sal Nodjomian. The Chair also thanked Dave Nash who co-chaired (with Mark Handley for the Society) the Society-Foundation joint task force on governance matters that among other things reviewed and recommended these three individuals for appointment to the Foundation Board by the Society Executive Committee, as required by the Foundation’s Bylaws. Mark Handley, Society President-Elect, then provided comments confirming the successes of the joint task force, informed that the Society Executive Committee had exercised its appointment authority, appointing the 3 new members, and welcoming all Board members. It was confirmed that the major responsibility for Board selections ahead will lie with the Foundation Board and its Governance Committee.

The Chair went on to explain that the priorities of the Board this calendar 2021 year are all focused on fundraising. He also explained that a guest with fundraising experience, Walter Gillette, would be joining the portion of the agenda devoted to fundraising as an invited guest. The Chair further explained that with the focus on fundraising, the organization chart for the Board would likely change and that assignments would be redistributed while at the same time adding assignments for the new Board members.

ACTION: Revise organization chart and establish assignments for review and approval by full Board. POC: Hal Rosen and Tony Leketa

Approval of 18 November 2020 Minutes: Upon motion by Suzanne DiGeronimo with a second by Susan Thames, and with no discussion requested, the minutes of the previous meeting of the Board, held, on 18 November 2020, presented by Secretary Tim Byers, were unanimously approved.

Financial Framework Update: John Peabody, Foundation Treasurer, reported that priorities have slowed his development of the framework, but that he expected the process to accelerate. John Peabody previously announced that he would be closing his involvement as a member of the Board, now into his 5th year, but that he would provide a draft of the financial framework before leaving the Board. (Since then, he has provided to the financial framework committee written materials and concepts regarding the framework and has held a group/committee meeting on 24 February.) A replacement Treasurer officer will have to be identified.

ACTION: A Foundation financial framework in outline form is to be completed and presented to the full Board for consideration. POC: John Peabody

ACTION: Any Board member with an interest in taking on the position of Treasurer should identify himself/herself. POC: Hal Rosen

Investment Update: Gary Engle, chair of the investment committee, provided an overview of the joint Society-Foundation investment process. The Foundation's investment advisor is DiMeo-Schneider, and their overall performance has been above the target results for which the portfolio is designed. Over the past 3-years, the average annual rate of return was reported as 5.73%. Gary Engle reported that rate of return for the previous full quarter was 7.1%. DiMeo is overseeing a combined portfolio that includes Foundation corpus and Post funds, as of the close of 2020, totals \$3.2 mil.

Post Funds Update: Gary Engle next reported on the status of Post funds under the management of the Foundation. Currently, 9 posts have placed funds with the Foundation under the Post Funds Policy. The post with the largest share of funds, Omaha Post, has a December 31 balance of \$658,000 followed by Hampton Roads Post with a December 31 balance of \$469,000. Beyond the 9 Posts, several other posts have expressed an interest in the program. Gary Engle informed the Board of a recent briefing to the Huntington Post, and further explained that a presentation to the Society RVPs as a group would be informative to the RVPs and in turn other posts.

Finance Update: Will Hoffman, Society chief accountant, reported on the operating finances of the Foundation. He reported that the financials are strong. He also reported that as of 30 November (books as of 31 December had not yet been closed), revenue was \$293,235, which includes \$105,163 in unrealized investment portfolio gains, leaving net revenue, exclusive of unrealized gains, of \$188,000. At the same time, as of 30 November, expenses were reported as \$47,630. It was explained that expenses have been low due to the pandemic, which considerably has reduced travel expenses for the LDP program, which had to be converted to fully virtual.

Scholarship expenses related to the summer camps program, as of 30 November were reported to be \$13,750. Discussion ensued regarding what the scholarship expenses covered and questions about whether the Foundation should be underwriting scholarships at all. It was agreed that there would be more dialogue on this subject at the next Board meeting.

ACTION: Gather a history behind the granting of scholarships in support of the Society camps program and a table of the amounts involved, past and future. POC: Eddie Gonzalez

Supported Programs Updates: This segued into a report on the status of the Leader Development Program. Angie Martinez, co-chair of the supported programs committee, informed the Board that the second LDP class was halfway through its program year and that the program was proceeding well. The third class was now open

for nominations. She further explained that many of the first class of graduates were participating with the Society both as members of the Society's leader development community of interest and as officers at numerous Posts.

Susan Thames, co-chair added that applications for the third class were still open and that the number of applicants was 45 for 18 slots. She ventured that the necessity to operate the program fully virtually may have reduced the number of applications. Susan Thames explained that with the program now into its second year and soon moving into its third year, there was a focus developing on an understanding of the impact of the program, and that "impact" was being looked at from the perspectives of (1) adding to body of knowledge, (2) establishing best practices, and (3) expanding the presence of SAME. She explained that the impacts have been highly successful on all three fronts.

From there, discussion moved to the status of the summer camps. Eddie Gonzalez reported that planning for the upcoming summer camps was proceeding on the basis that the camps could be conducted in-person, but that a contingency was in place if the camps should have to be conducted virtually, as they were the previous summer. He also mentioned that the Foundation might want to consider the possibility of underwriting the cost of having some paid mentors for the camps.

This brought about some limited discussion on the process for selecting efforts for underwritings by the Foundation. Dave Nash, chair of the governance committee and having served as co-chair of the Society-Foundation joint task force considering the joint operational connections of the Society and the Foundation, had a draft of an operational procedure by which the Society would approach the Foundation with new underwritings by the Foundation to be considered. He offered to forward the draft.

ACTION: The draft was forwarded and has since been forwarded to John Peabody to consider in the development of the Foundation Financial Framework he and his committee are developing. POC: John Peabody

Fundraising Reports: The Board next moved to reports from chairs of the annual fund drive and the planned giving campaign. Bob Schlesinger reported that the second edition of the annual fund drive, now closed as of 31 December 2020, had raised \$132,000. This closes the Founding Donor Campaign. Overall, he reported that the Founding Donor Campaign raised an approximate total of \$400,000. All Founding Donors are to be listed in the January-February issue of TME. Bob Schlesinger reported that his group is into early planning for a new campaign during the 2021 calendar year.

ACTION: Planning for a 2021 annual drive to membership is to continue and status reported to the Board at the next Board meeting. POC: Bob Schlesinger

Suzanne DiGeronimo next reported on the status of the Planned Giving Campaign. She reminded the Board that the plan includes a 3-year "war game" focused on likely planned giving donors, including prospective donors from the Posts. This is a targeted approach that markets and communicates the benefits of the SAME Foundation as a means of cementing in perpetuity a donor's legacy with SAME through will bequests. In more detail, the "war game" steps include (1) discussing the program and the intents with the president and treasurer of each of the 9 posts that now have investment funds placed with the Foundation; (2) gain post concurrence; (3) identify possible planned giving donors at each of those posts; (4) identify 2 individuals from each of the 9 posts, with one playing the "role" of "prospective donor," and the other playing the role of "shepherd" or "guide" who is to keep in contact with the identified prospective donor for a full year while engaging ("guiding") the prospect with the Post and Foundation as a whole. At the close of the year, the shepherd will "war game" with the prospective donor the concept of planned giving by will to the Foundation. Such "prospective" donors may become planned-giving donors.

Suzanne DiGeronimo raised two concerns to be addressed: (1) she wants to be certain that the “shepherds” do not overplay their roles by making improper representations to the prospective donors, and (2) she feels it will assist the program immensely if the Posts be given some form of recognition or credit if and when a prospective donor in fact either includes the Foundation in his/her will or a bequeath is actually received by the Society and/or Foundation. This could even generate a form of “competition” among the posts to produce “best results.” These points generated discussion from the Board. Gene Lupia advised that if the Board concludes that some form of Post recognition is to be accorded, it will have to be incorporated into the Stewardship Policy. Angie Martinez commented that the focus with the prospective donors should be on the compelling purpose of the Foundation.

ACTION: Legal and accounting advice is to be solicited and provided to the Planned Giving Committee to keep all within the laws and rules of “the fundraising road.” POC: Suzanne DiGeronimo, Hal Rosen and Allison Ingram

Fundraising Discussion: The next hour of the meeting was a broad encompassing discussion of various fundraising techniques. Types of fundraising included (1) continuing the annual drive beyond the Founding Donor Campaign, (2) a fund drive to others outside Society membership through brokered mail lists directed to target groups with some commonalities of mission with the Society and Foundation, (3) corporate fundraising directed at both sustaining member firms and outside Society circle companies. The discussion was led by the Chair with the assistance of invited guest, Walter Gillette. A resume of Mr. Gillette was provided to the Board by the Chair in advance of the meeting. Mr. Gillette has had a career laced with extensive fundraising and the management of fundraising organizations. Mr. Gillette participated as a service to the Foundation at no cost and offered to continue to provide some guidance and involvement. Mr. Gillette informed that all successful fundraising follows a course of action that includes (1) strategic planning, followed next by (2) development planning, and then followed by (3) communications planning. Mr. Gillette informed that fundraising done in these steps will increase gift growth.

As to annual fund drives to individual Society members, the consensus was that the Founding Campaign set a good example to follow in the years ahead. Comment was that an annual campaign should be conducted each year on a consistent basis. As to fund drives to non-members of the Society, it was expressed that a focus should be on those involved with engineering and preferable those engaged with military engineering. Any focus group should be somehow supportive of the Foundation’s critical purpose—promoting engineering leadership for the nation.

Regarding corporate fundraising, there was discussion about the use of “naming rights,” and particularly about naming rights to programs underwritten financially by the Foundation. Randy Gardner suggested that naming rights for student chapters be considered.

ACTION: Refer the naming rights questions jointly to the corporate fundraising committees (internal and external) and marketing and communications committees for consideration and report out at the next Board meeting. POC: Jane Penny and Linda McKnight

Marketing and Communications Update: Jane Penny informed that she was conducting a meeting of the joint Communications and Marketing Committee the following week to consider efforts and direction ahead. Those that wanted to attend were asked to let her know. Walt Gillette asked to attend.

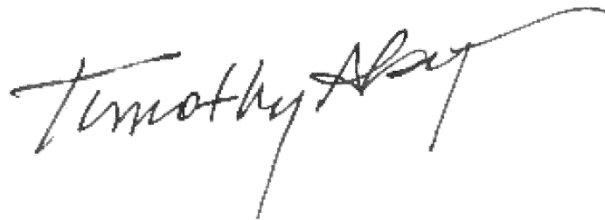
Jane Penny suggested that the committee be returned to two separate committees, one for marketing and the other for communications. The consensus was agreement.

ACTION: Include the separation of the Marketing and Communications Committee into two separate committees and assign committee chairs and members. POC: Hal Rosen and Jane Penny

Other Business: The date for the next meeting of the Board remains to be established. Following the previously agreed concept to schedule virtual Board meetings quarterly rather than tied to the timing of Society national events, the next Board meeting will take place in the later part of April 2021.

ACTION: A doodle poll will be sent to the full Board proposing alternative dates from which will be set the next Board meeting date. POC: Eddie Gonzalez

Closing: There being no further business, the meeting was adjourned at 1613.

A handwritten signature in black ink that reads "Timothy Byers". The signature is written in a cursive, flowing style with a long horizontal stroke at the end.

Timothy Byers
Secretary

Date: 1 Mar 21

Attachment: Board Meeting Agenda



Board Meeting Agenda
 January 27, 2021
 1300-1600 Eastern

	AGENDA	DISCUSSION LEAD
1300	Call to Order – Quorum Established – Pledge of Allegiance (5 minutes)	Hal Rosen
1305	Approval of Nov 18, 2020 Minutes (5 minutes) Review of Action Assignments	Tim Byers Eddie Gonzalez
1310	Welcome of New Board Members and Selection Process Ahead (5 minutes)	Hal Rosen
1315	Society Update (5 minutes)	Joe Schroedel
1320	Financial Framework Update (5 minutes)	John Peabody
1325	Investment Update (10 minutes)	Gary Engle
1335	Post Funds Update (5 minutes)	Gary Engle
1340	Finance Update (10 minutes)	Will Hoffman
1350	Leader Development Program Update (10 minutes)	Susan Thames and Angie Martinez
1400	Camps Update (5 minutes)	Eddie Gonzalez
1405	Fundraising Reports Founding Donor Fund (10 minutes) Planned Giving (10 minutes)	Bob Schlesinger Suzanne DiGeronimo
1425	Break (5 minutes)	
1430	Fundraising Focus (80 minutes)	Hal Rosen Tony Leketa
1550	Marketing & Communications (10 minutes)	Jane Penny
1600	Adjourn	Hal Rosen

Action Tracker

Meeting	Action	Responsible	Estimated Completion
Nov. 20, 2019	Add a Foundation briefing to a future RVP call. Arrange with Mark Handley.	Hal	TBD
Jan 30, 2020	Draft Develop Manager portion of staff COI PD	Eddie; Hal; Joe	on hold

Aug 13, 2020	Decide on a Year 1 Planned Giving implementation plan.	Suzanne	ongoing
Nov 18, 2020	Update Roger's briefing and present to Post Boards	Roger, Jane	ongoing
Nov 18, 2020	Provide a donation history by quarter	Eddie, John P	ongoing
Jan 27, 2021	Recruit a new Treasurer.		
Jan 27, 2021	Present on camper alumni scholarships at next board meeting.		
Jan 27, 2021	Finalize program language in the Society-Foundation MOA.		