



**4<sup>TH</sup> QUARTERLY BOARD OF DIRECTORS MEETING  
THURSDAY, NOVEMBER 30, 2017 ~ 12 NOON TO 3:00 PM**

*Offices of Philanthropy West Virginia  
WV Public Broadcasting Center, 191 Scott Avenue, Morgantown, WV*

**MINUTES**

**Lunch & Guest Speaker: Dave Biemesderfer, President & CEO of United Philanthropy Forum 12:00 PM**  
**(Update on our National Network & Partnerships for Philanthropy WV)**

**Board Members in Attendance:** Susie Nelson, David Zeigler, Tom Tinder, Diane Hinkle, Tres Ross, Michelle Foster, Adam Sanders, Marian Clowes, Bob Boone, via teleconference: Bob Orndorff,

**Excused:** Michael Whalton, Sue Sergi, Patricia Watson

**Staff in Attendance:** Paul Daugherty, Tasha Anderson, and Hilaria Swisher

**Call to order:**

Chair Nelson called to the meeting to order at 1pm with quorum and welcomed Marian Clowes to her first meeting and thanked Diane Hinkle for her service on the board.

**CONSENT AGENDA: Chair Nelson**

*The following items are part of a consent agenda package. Please review them carefully and if you have any questions or concerns contact Paul Daugherty at [paul@philanthropywv.org](mailto:paul@philanthropywv.org) or 304-517-1450. If you wish to remove any item for discussion, please contact Paul Daugherty or Susie Nelson ([Susie@cfor.org](mailto:Susie@cfor.org) or 304.242.3144) before the meeting.*

- **Approval of August 2017 BOD Minutes:** *(see Attachment A)*
- **Grants Tracking Report** *(see Attachment B)*
- **Financial Reports YTD 10/31/2017** *(see Attachment C)*
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**BOARD ACTION on Approval of Consent Agenda – Mr. Robert Boone moved to approve the consent agenda. Mr. Adam Sanders seconded the motion. Passed unanimously.**

**Committee Reports & Actions:**

- **Public Policy & Advocacy Committee:**

Ms. Hinkle began by stating that Dave Biemesderfer did an excellent job of mentioning the current struggles. She then turned it over to Paul for an update. Paul discussed the tax reform in DC. He also spoke of the need to continue to contact the representatives in DC with the concerns within the sector. The Policy institute had a cut off of November 29<sup>th</sup>, the goal was to have at least 25 people registered at that time, but only there were only 14, therefore the institute has been cancelled. We are looking at rescheduling in January. Philanthropy WV may have to take a loss due to the Michigan guests and possible nonrefundable airfare, but that loss will be less than what would have been incurred if we had not postponed. Questions: Ms. Clowes asked how many people normally show? Paul responded that the greatest attendance was 75 in January of 2017. The norm is between 50-60. Mr. Sanders asked what we thought was keeping attendance low? Paul answered with schedule conflicts. Ms. Hinkle mentioned that she liked Mr. Tinder's idea of having a Philanthropy WV and WVNPA day to put our sector at the forefront for the day. Chair Nelson mentioned that she thought it would be a great idea. Mr. Boone asked if there was a drop in the push to the nonprofits, Paul and Hilaria agreed that the WVNPA did their part in pushing the event to their members and beyond. A discussion of the income bracket breakdown was had. Chair Nelson stated that with Ms. Hinkle stepping

off the board, there is an opening to chair public policy. Asked for volunteers and/or suggestions. Ms. Hinkle recommended Mr. Tinder. Mr. Tinder stated that he did not feel that he could take on the chair at this time.

- **Memberships & Programs Committee:**

Paul gave the update for Sue Sergi. The last meeting was November 9<sup>th</sup>. Paul gave a debriefing of the annual conference. He also handed out a draft of the membership and program report sheet. The overall response was positive. We did have some issues with the venue. Next, the SOP awards were reviewed. The committee discussed the workload on the committee in that there is too much to be done. It was decided to create a working taskforce for the 2018 Annual Conference in Charleston. There will also be a review committee for the SOP. A discussion was had during the M&P meeting about starting the nominations earlier and promoting the winners (i.e. not keeping them a secret). Paul then went on to discuss membership renewals and the year-end programming. Ms. Sergi has requested to step down as a co-chair. A new chair will need to be found.

- **Mission Advancement Committee:**

Paul stated that they have not had an opportunity to meet.

- **Finance & Administration Committee:**

Paul reviewed the separation of duties sheet (see the attached). Mr. Tinder asked if it had been approved by the auditors. Paul responded that, yes, the original document was approved, but we will share with the edits with the auditors. Paul also mentioned they are researching plans for a retirement option for staff. There will be more information provided at the next meeting

- **Executive Committee:**

Chair Nelson discussed the creation of a governance committee, which will handle the nominating process. She also discussed the transition of the WVNPA and the Susan Landis memorial fund. Chair Nelson then gave Paul the opportunity to expand on Grace's departure. Paul discussed. The board entered Executive session, with Paul remaining to discuss Grace's departure. Executive session was exited and no actions were taken.

- **WV Nonprofit Association:**

Mr. Tres Ross gave an update. The WVNPA Board meeting was November 29<sup>th</sup>. The main push is to get the 501(c) 3, and to have their determination letter by January 1, 2018. To date they have not yet received the letter. If it does not come in before January 1, Philanthropy WV may have to continue to act as the fiscal sponsor. It will need to be determined what compensation will be owed to Philanthropy WV from the WVNPA if that is the case. The board approved to do away with the 50% discount if members are also Philanthropy WV members. All members will now be paying the full amount. The WVNPA will review on a case-by-case basis if this change will place an undo financial stress on the member. Mr. Ross feels that it will not cause stress in most cases. The biggest effects are on the PACF and TGKVF. The WVNPA's main funder is the Benedum Foundation, and it looks positive that they will get their request. Chair Nelson mentioned that their pool of potential members is much larger than Philanthropy WV's potential members. Chair Nelson asked if the WVNPA would be agreeable to dividing the \$15,000, currently paid in quarterly increments, by 12 to go on a month by month basis. Mr. Tinder stated that they were told by the IRS in October that the determination would be received within 90 days. Chair Nelson asked if collaboration would still occur on the public policy, etc. It was stated that, yes, the collaboration would still occur. Paul discussed that we have always kept everything separate to make the separation easier. Paul wants to have a sit down with Laura Lee to come to an agreement. Philanthropy WV's executive committee and CEO with work with the WVNPA's executive committee and executive director to continue to the relationship (i.e. create a memorandum), all board members were in agreement. Mr. Sanders asked about a possible media release when the spin off occurs. Mr. Tinder mentioned that the WVNPA will have 6 months in reserves when they go. The eCratchit prices for Philanthropy WV will go down after the spin off.

- **USDA RCDI Program Update:**

Tasha gave a review of her report that was supplied to the Board Members. Please refer to the report for additional details.

- **Update on Fiscal Operations & Separation of Duties:**

This was discussed above.

**Unfinished Business:**

- **Strategic Plan Implementation:**

Paul stated that Philanthropy WV has been pushing out the infographic (see Attachment E). We have been building out the 2018 around the new strategic plan. Paul has also been sending out information concerning the endowment project honoring Susan Landis. A handout was passed around detailing the endowment. Each SOP received a mini grant this year of \$150, one recipient, Conrad Cooper, gave his grant to the endowment to get it started. The request

is to send the money to the Beckley Area Foundation and not to Philanthropy WV. The Philanthropy WV staff will be meeting as in December to complete our schedule of events for next year.

- **2018 Membership Renewals**

Renewal packets will go out tomorrow to all members. Paul reviewed the handout that was given out, an electronic copy will also be sent to the board. Dr. Foster asked late to be sending out the renewals because of the dues increase. Paul stated that Philanthropy has been telling the members of the increase since August of 2017.

**New Business:**

- **Presentation & Approval of 2018 Budget:**

Mr. Ross gave a review of the proposed 2018 budget and stated that Philanthropy WV may look into other fiscal responsibility options. Please refer to the provided attachment. Mr. Ross asked Paul if it is possible to reach the budgeted dues with the increase, Paul responded that he was very conservative with his membership dues budget and that he feels that it will be reached without difficulty. Mr. Tinder asked about the decrease in the Benedum line item from 120K to 75k, if the board had known about the decrease in the amount. Mr. Ross stated that it had been in discussion that it would be less. Paul stated that he estimated the lower level. A discussion about the Benedum grant and diversifying our needs followed. Mr. Tinder asked if this would be continual reduction in grants from Benedum. Paul and Chair Nelson both agreed that Benedum understands their roll in supporting PWV. Paul mentioned that on the expense side, the line items highlighted in yellow are pending as he is waiting on the numbers to come in. Mr. Tinder asked if Philanthropy WV would be ending this fiscal year, \$90,000 to the good as shown in the finances. Paul stated that there is at least an additional \$50,000 in final expenses, so Philanthropy WV maybe end the year with \$40,000 in the good. He also mention that there should have another \$10,000-\$20,000 in income coming in before the close of the year. Mr. Tinder stated that they had requested a balance sheet for this meeting, but there is not one. Paul mentioned that a balance sheet will be provided for the meetings in the future. *Mr. Tinder moved to approve the proposed budget. Mr. Boone seconded the motion. Passed unanimously.*

- **Ratification of the 2017 Board Member Elections:**

Mr. Tinder gave a review of the number of members who opened the email and how many clicked on the link, only 8 voted. He then gave the results. Those elected were Mr. Boone for his second term, Mr. Robert Orndorff for his second term, Mr. Ross for his third term, Ms. Dena Cushman for her first term, and Mr. Mike Lewis for his first term. Mr. Tinder asked if a different method could be used for next year. He suggested Survey Monkey. Hilaria stated that she would create the survey to be sent out for next year. *Mr. Tinder moved to approve board election results. Ms. Marian Clowes seconded the motion. Passed unanimously.*

- **Election of 2018 Board Officers:** The board will review the nomination slate for the 2018 election of offices and take additional nominations from the floor. At the time of preparing the meeting agenda, the following officer slate is proposed:

(a) Susie Nelson, Chair; (b) Bob Orndorff, Vice-Chair; (c) Bob Boone, Treasurer; and (d) Samuel "Tres" Ross, III, Secretary.

Chair Nelson asked if the board agreed with the officer slate proposed in the agenda was agreeable. *Mr. Tinder moved to approve the board officers. Mr. Sanders seconded the motion. Passed unanimously.*

- **Initiation of 2017 President & CEO's Evaluation:** The board of directors under the direction of Board Chair Susie Nelson will review Paul's 2017 FY Annual Evaluation. *Mr. Tinder moved to enter executive session. Mr. Boone seconded the motion. Passed unanimously. Mr. Tinder moved to exit executive session. Mr. Boone seconded the motion. Passed unanimously.* There were not actions taken. Dr. Foster made a motion to approve a salary increase for the President and CEO, effective January 1, 2018 and to initiate a 401K for the staff once the WVNPA spins off. Mr. Tinder seconded the motion. Passed unanimously.

- **Approval of 2018 Board of Directors Meeting Schedule:** Following our 2017 quarterly meeting format the schedule is proposed as:

- o **1<sup>st</sup> Quarter:** Thursday, February 22, 2018 – Board Planning Session from 10 AM to 3 PM (Location TBD)
- o **2<sup>nd</sup> Quarter:** Thursday, May 24, 2018 from 11 AM to 3 PM (Charleston, WV)
- o **3<sup>rd</sup> Quarter:** Thursday, August 23, 2018 from 11 AM to 3 PM (Central WV) Locations of Steptoe and Johnson or Stonewall resort were mentioned.
- o **4<sup>th</sup> Quarter:** Thursday, November 29, 2018 from 11 AM to 3 PM (Morgantown, WV)

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

Paul gave a review of his report.

Prior to the meeting adjournment Mr. Tinder made an announcement that Ms. Hinkle will be missed on the Public Policy Committee and suggested that they look at the WVNPA for a replacement Chair. He mentioned that possibly Margaret O'Neal, the Executive Director of the United Way of Central West Virginia.

*Chair Nelson adjourned at 3:21. Mr. Tinder motioned to approve the adjournment. Mr. Ross seconded the motion. Passed unanimously.*