PHILANTHROPY WEST VIRGINIA

Third Quarter Board of Directors Meeting
Friday, September 19, 2025 10 AM – 12:00 PM
Virtual - Zoom

Meeting Minutes

Board Members in Attendance: Marian Clowes (Chair), Patty Showers Ryan (Vice-Chair), Mike Lewis (Treasurer), Christine Mitchell, David Moran, Elizabeth Pellegrin, Jess Puglisi-Sanders, Mary Ann Raun, Ellen Rossi, Renee Steffen, Dena Cushman

Absent: Brock Malcolm (Secretary), Lee Storrow

Staff: Jennifer Goddard, Whitney Thompson

Call to Order: Meeting called to order by Board Chair Marian Clowes at 10:02 AM

Welcome: Chair Clowes welcomed everyone to the virtual meeting and encouraged in-person attendance for the fourth quarter meeting in December. Chair Clowes recommended that the board allow a change in the agenda to let Richmond & Company's Accountant, Matthew Hatfield, present the Financial Statement and Form 990 first on the agenda, so he did not have to wait on the board's other discussions and votes.

Financial Statement and Form 990: Richmond & Company, Matthew Hatfield, Accountant

- Matthew Hatfield discussed in detail, the Form 990 (Exhibit B) and Financial Statements (Exhibit C) for fiscal year 2024. This review showed a significant decrease in budget deficit compared to the previous year. He did not report any concerns during his review. The Board did not have any questions for Matthew after his presentation. Matthew then exited the meeting and waited for Jennifer Goddard to share the Board's approval.

A motion to approve the Financial Review and Form 990 as presented was made by Mike Lewis and seconded by Patty Showers Ryan. The motion passed unanimously.

Jennifer will share the approval with Matthew so he can file Form 990 and Financial Review.

Consent Agenda: Chair Clowes reviewed the Second Quarter 2025 Board Meeting Minutes (Exhibit A). Discussion began at 10:40 AM. Chair Clowes noted that she was pleased with the style and contents of the minutes. No members reported any questions.

Motion to approve Second Quarter 2025 Board Meeting Minutes (Exhibit A) was made by Renee Steffen, and seconded by Jess Puglisi-Sanders. Motion carried unanimously.

Financial Report: Treasurer Mike Lewis

- FY 2025 August Financial Statement (Exhibit E) & Report (Exhibit D) prepared by Suttle & Stalnaker was presented by Mike Lewis. Whitney Thompson, Membership and Operations Manager, presented her report and Mike presented the August Financial Statement. Mike stated that the payroll expenses are starting the downward trend to get back within budget before the end of the year. We have also had several sponsorships and one large grant from The Roy and Gwen Steeley Foundation that has helped boost revenue.
- Renee asked if Philanthropy WV is expecting any large sources of revenue to come in before December? Jennifer is hopeful for more conference sponsorships to come in. She currently has large grant applications in for Benedum Foundation, EQT Foundation, and TC Energy. However, she is not sure if awarded, that these funds would be transferred before the end of the fiscal year 2025 in December.

With no further questions, Mike entertained a motion for approval of the August Financial Statement. Elizabeth Pellegrin motioned to approve, Mary Ann Raun seconded. The August Financial Statement was approved unanimously.

Governance Committee Report: Renee Steffen

- Renee presented the Resolution of the Philanthropy West Virginia Board Related to Qualifications of Directors (Exhibit F) approved by the Governance Committee for full board approval. This resolution would allow board members to declare special circumstances when allowing a board member to stay on the board when they depart their role as a staff or board member of a member organization. There was no further discussion on this resolution.

Marion asked for a motion. Christine Mitchell made the motion to approve the resolution and Patty seconded. The resolution was carried unanimously.

- Renee shared the Officer Slate for the upcoming year. Chair Clowes pointed out that the officer names should be changed from “President and Vice President,” to “Chairman, and Vice Chairman.”

Elizabeth motioned to approve the slate of officers. Jess seconded the motion. It passed unanimously.

- Finally, Renee shared the Board Nominations for Full Membership Voting. She noted that voting would begin the following Monday and end at midnight on 10/10/2025. The results will be reported at the Annual Meeting on 10/15/2025 at the 2025 Annual Conference at Canaan Valley Resort.

Chair’s Report: Marian Clowes

- Chair Clowes reported that Justworks, Philanthropy WV’s payroll system, does not allow the organization to qualify for health insurance benefits through them due to only having one full time staff member now. Chair Clowes is proposing the board give Jennifer a stipend beginning 11/1/2025 as a short term fix for her health insurance. She will be on her husband’s policy until the board can work out a fix to this issue.
- David Moran suggested the board work out a policy with an insurance provider or with another member organization to create a health insurance plan that would be larger and lower costs. David also asked if there would be a ceiling on the stipend payment. Chair Clowes agreed but in the meantime, it is precedent to do the stipend until we have a policy ready to begin and have board approval of it. Chair Clowes also stated that there is not an official ceiling on the stipend but the stipend payment is currently under the budgeted amount that was being paid monthly to Justworks.

A motion to approve this stipend was made by David and seconded by Ellen Rossi. It carried unanimously.

CEO Report: Jennifer Goddard

- We are currently ahead of schedule and working on the 2026 budget.
- Working towards the conference and being prepared for it. The conference website is updated with the agenda and speakers. There will also be an email going out the week before the conference to give everyone important information and lists of open businesses and restaurants.
- The Spirit of Philanthropy Awards Honorees are:
  - Marvin “Bud” Parsons
  - Beth Collins
  - Tres Ross
- 2026 membership focus is to focus on those who are members now and who have been members in recent years. We are not going to look at expanding the membership eligibility categories for 2026.
- North Central Food Insecurity Convening is coming up on October 1.
- Jennifer and Marian are spearheading the Philanthropic Partners Program (PPP)
  - During this meeting Jennifer and Marian shared a list of people to reach out for PPP and asked Board Members to sign up for 2-3 organizations to reach out to.

Amended to Agenda, Public Policy Update: David Moran

- David wanted to share with everyone about the Public Policy Poster Session happening at the Annual Conference. He urges everyone to come and talk about issues they are concerned about and legislative action items they feel are important. He also urges everyone to read the Chronicle of Philanthropy Public Policy articles to keep updated on the impacts of policy on philanthropy and foundations.

Future 2025 Board of Directors Schedule Meeting

- October 14-16, 2025 Annual Meeting at Conference - Canaan Valley Resort
- December 5 (Friday) 10 AM -12 PM (lunch available) Bridgeport

Adjournment & Lunch

Ellen made a motion to adjourn, and Christine seconded. Motion carried, and the meeting was adjourned at 12:06 PM