First Quarter Board of Directors Meeting
Friday, June 6, 2025 10 AM – 1:00 PM
Steptoe & Johnson PLLC
4400 White Oaks Blvd., Bridgeport, WV 26330

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

Absent: Brock Malcolm (Secretary), Dena Cushman, Scott Jarrett, Renee Margocee, Lee Storrow

Staff: Jennifer Goddard, Chad Matlick, Whitney Thompson

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

Welcome: Chair Clowes welcomed everyone and introduced Whitney Thompson as the new part-time employee in the position of Manager of Operations and Membership (MOM).

Consent Agenda: Chair Clowes reviewed the First Quarter 2025 Board Meeting Minutes (Exhibit A). Discussion began at 10:10 AM. Renee S. emailed changes the day before and those changes have been made per Chad.

Motion to approve was made by Elizabeth Pellegrin, seconded by Jess Puglisi-Sanders. Motion carried unanimously.

Financial Report: Treasurer Mike Lewis

- FY 2025 April Financial Statement & Report (Exhibit B) prepared by Suttle & Stalnaker was presented by Mike Lewis. Mike noted the budget report notes prepared by Chad Matlick, Director of Operations, then reviewed the Statement of Financial Position. Mike noted that the payroll expenses are over budget currently, but will get back in line with the annual budget next quarter when the staff changes have had time to go into effect.
- Elizabeth Pellegrin asked where the D&O Insurance was located on the financial statement. Mike answered that it is on Page 6, line item 50420. Chad added that it is not an expense that has been paid for the year and it will likely be included in the next quarter.
- David Moran asked if the Insurance payments reflected on the statement were for the quarter or the full year? Chad answered that it was for just the quarter but the insurance is now $200 cheaper per quarter than before.
- Chair Clowes asked for an update on Sponsorships. CEO, Jennifer Goddard, gave the update. She stated that she has reached out to ten (10) potential sponsors so far and is making a big push for sponsorships between now and the conference. We do have one sponsorship in the door from WV Grant Resource

Center for $3,200.
- David Moran asked about how Philanthropy WV is doing with the cut in funding for office expenses/office space. Jennifer Goddard answered that she has noticed a positive response to not having an office. She is leaning on established relationships and has been offered the use of conference rooms as needed. YCF is currently storing items for us that we do not need daily.

A motion to approve the April 30, 2025 Financial Report was made by Patty Showers Ryan and was seconded by Renee Steffen. The Motion carried unanimously.

- Mike Lewis presented the Review of Updated Accounting Policies & Procedures (Exhibit C). Mike noted that this was crafted with the help of Chad Matlick and Rebecca Williams to help ensure proper checks and balances were in place for CEO and MOM that aligned with auditors' expectations.
- Renee Steffen asked, "How often do you sign payable checks, Mike?" Mike answered by stating that payables are reviewed and approved on a two-week basis. The MOM, CEO, and Treasurer all have eyes on the payables before they are paid. Once approved, Suttle & Stalnaker (S&S) creates and mails out checks for PWV. We do get to see a proof of the checks to ensure accuracy before S&S mails them.
- Chair Clowes asked if we had anywhere in the policy and procedures that outlined the timeframe staff had to submit expenses. Jennifer Goddard pointed out that that policy was already outlined in the Personnel Handbook, that an employee has 30 days to submit expenses after returning to the office, and that we could add a statement to the Accounting Policies & Procedures if the board believes we should. Chair Clowes and the board do not want to add the statement to the Accounting Policies & Procedures at this time.
- Patty Showers Ryan asked if PWV required all staff purchases for PWV to be on a corporate credit card. Mike answered that this is a requirement of PWV, and they are currently working to remove Chad's card and to get Whitney one. Jennifer and Whitney will both have a card.
- Patty Showers Ryan asked if there was a policy for when renting a car vs. receiving mileage is better? Currently, we do not have a policy on that, but JG does the math herself and is thoughtful about what would be the cheaper option for PWV. The board did not want to add a statement about this into the Accounting Policies & Procedures currently.

A Motion to accept the Updated Accounting Policies & Procedures was made by David Moran. Patty Showers Ryan seconded, and the motion was approved unanimously.

Amendment to Agenda: David Moran - Public Policy Update

Chair Clowes amended the agenda to allow some time for David Moran to give a Public Affairs Committee update.
- David attended the Council on Foundations' On The Hill Meetings in Washington, D.C. There are three topics included in the recently passed House budget reconciliation legislation that would impact philanthropy:
  - Increased private foundation excise tax.
  - 1% floor for charitable contributions from corporations.
  - Unrelated Business Income Tax.
- The Public Affairs Committee is working on how to best approach these topics and how to reach our elected officials, including:
  - Planning 1-on-1 meetings.
  - Outlined talking points and knowing our agenda.

This will all be prepared for a future board presentation. David then turned the meeting back over to Chair

Clowes to continue with the previous agenda.

Membership Update: Staff

Chad presented the Membership update. As of May 28, 2025, we have received 62 renewals, with a value of $73,105.21 in revenue, compared to *52 renewals for $71,382 in revenue in 2024.* He sent out invoices to renewing members and received a good response, ahead of previous year.

Jennifer is working with Jess Puglisi-Sanders to schedule a Food Insecurity Convening in Wheeling.

Discussion of Lapsed & Potential New Members Prospects (Exhibit D).

- Jennifer asked the Board to look over the lapsed and potential new members, highlighted in green, to see if they have an updated contact or a connection to prospective members.
- Christine Mitchell is reaching out to Diversified Energy and Dominion Energy. She also suggested the addition of Walmart Foundation to the list since they are a large employer in WV.
- Renee Steffen will make the connection with Daywood's John McGhee through an email to him and Jennifer.
- Elizabeth Pelegrin requested that Jennifer send her the membership packet and she will forward to her contact at WV First.
- Chair Clowes will also connect Jennifer in an email with The One Foundation.
- Chair Clowes requests staff to update this list by placing the top ten (10) connections we want to make at the beginning of the document. This will ensure organization in the document and allow the board to see progress being made. She also requests that we keep this running list available for discussion at every board meeting.
- Jennifer would like to offer half year discounts to those joining late as an incentive for not getting the full year's benefits.

Discussion of Membership Levels and Structure of Fees (Exhibit E).

- Jennifer would like to restructure the Membership Levels and Fees to fit a broader scope of members. such as: Marshall University Foundation; WVU Foundation; and WV School of Osteopathic Medicine Foundation. She plans to use the language from United Philanthropy Forum to include higher education and healthcare foundations in membership structure.
- Patty Showers Ryan expressed some concern for implementing a new membership level to include these foundations because they are foundations created on self-furtherance of their organization. Her largest concern is that they are not "grant making" organizations like all other members currently. She requests that Jennifer include language in her membership level proposal to remind every member to contribute to the community in some way.
- Chair Clowes tabled the discussion until the next board meeting to give Jennifer time to research other dues structures. Then Jennifer will create her proposal for the board's approval of titles, amounts, and language for the membership levels.

Chair Clowes stopped the meeting for a 10-minute break. The meeting reconvened at 12:02 PM.

Fund Development & Sustainability Campaign Update: Jennifer Goddard

Review Fund Development & Sustainability Plan (Exhibit F)

- Jennifer reported that she is trying to get out in the community as much as possible and staying

connected.
- Grant applications in development for Benedum, Steeley, EQT.

CEO Report
- Food Insecurity Convenings are going well. There were 34 participants at the Parkersburg event, and 24 were registered for the Metro Valley event. After each convening, the participants will be sent an evaluation, and Jennifer will be pulling those evaluations after each convening to see how the events can be improved. Media coverage was also at the Parkersburg event to help get the word out about these convenings.
- Jennifer is working on setting up a food insecurity convening in the southern part of the state, in the Wheeling area, and in the Morgantown/Clarksburg/Bridgeport area.
- Elizabeth Pellegrin suggested that once the food convenings were finished, Jennifer could take the findings and present them to the WV Municipal League. With all the funding cuts, mayors will have to be the ones to figure out how to still serve the community and would benefit from the findings PWV has from the convenings.
- David Moran asked what we are doing so people know about the discussions undertaken at each food convening. Jennifer responded that we are sharing notes from each convening that point out commonalities and gaps in resources/funding. Jennifer is hopeful that, through these convenings, organizations will make tangible connections with those they meet, making it easier for them to connect resources and efforts. Sharing of contact information from the convenings is something that has been requested by attendees.
- Jennifer has had meetings with Huntington Bank and WV State Parks Foundation.
- We are gearing up for the 2025 Conference, and Jennifer is working on securing sponsors.
- Currently working on a Marketing and Communications plan for social media**.**
- One of the 2026 goals is to have a Philanthropy Day at the Legislature.

Future 2025 Board of Directors Schedule Meeting

- September 19 (Friday) 10 AM (lunch available) Bridgeport
- October 14-16, 2025 Annual Meeting at Conference Canaan Valley Resort
- December 5 (Friday) 10 AM -12 PM (lunch available) Bridgeport

Adjournment & Lunch

Before adjournment, Chair Clowes recognized Chad Matlick for his hard work and dedication to PWV and wished him all the best in his retirement plans.

Patty made a motion to adjourn, and Christine seconded. Motion carried, and the meeting was adjourned at 12:52 PM