

DRAFT

Veterans Services Foundation Board of Trustees Virtual Meeting May 13, 2020

A virtual meeting of the Veterans Services Foundation (VSF) Board of Trustees was held on Wednesday May 13, 2020. The agenda and handouts were posted on Commonwealth Calendar and the VSF website along with information for the public to participate in the open meeting. The meeting was called to order at 10:02AM.

TRUSTEES PRESENT

- Brad Antle
- Robin Beres
- Allan Burke
- Nicole Carry
- Kyle Craig
- Michael Dick (*ex officio, voting, Board of Veterans Services (BVS) Chair*)
- Frank Finelli (*Veterans Services Foundation Chairman*)
- Anthony Gitalado
- Paul Haughton
- Jack Hilgers (*First Vice Chair, P&P Committee Chair*)
- Carlos Hopkins (*ex officio, voting, Secretary of Veterans and Defense Affairs*), joined at 10:13AM
- Jack Lanier (*P&P Committee Assistant Chair*)
- John Lesinski (*Development Committee Chair*)
- Al Pianalto (*Second Vice Chair*)
- Walter Stosch (*Finance Committee Chair*)
- Frank Wickersham (*ex officio, voting, JLC Chair*)
- Matice Wright Springer (*Finance Committee Assistance Chair*)

TRUSTEES ABSENT

- Frank Driscoll

VSE STAFF PRESENT

- Karla Williams Boughey (*Executive Director*)

OFFICE OF THE SECRETARY OF VETERANS AND DEFENSE AFFAIRS

- Kathleen Jabs (*Deputy Secretary*)

OFFICE OF THE ATTORNEY GENERAL

- Jim Flaherty (*Assistant Attorney General*)

DVS REPRESENTATIVES PRESENT

- John Maxwell (*DVS Commissioner*)
- Tammy Davidson (*DVS Finance Director, ex officio, non-voting, VSF Treasurer*)
- Glendalynn Glover (*DVS Staff*)
- Jordan Stewart (*DVS Staff*)
- Brian Pickral (*DVS IT*)

GUESTS PRESENT

- Rick Oertel (*Office of Delegate Kirk Cox*)

Materials Posted and Attached

- Agenda (*Attachment 1*)
- FY20 Second and Third Quarter Financial Report (*Attachment 2*)

Opening and Pledge of Allegiance

Board Chair Frank Finelli, called the meeting to order at 10:02 AM. He then led the group in reciting the Pledge of Allegiance. He welcomed visitors Kathleen Jabs, Brian Pickral, and Rick Oertel.

Roll Call of Trustees and Quorum Determination

A roll call was conducted and with 17 of 18 trustees present, thereby establishing a quorum.

Approval of Agenda

The Agenda was sent out electronically and posed on Commonwealth Calendar and the VSF website. Chair Finelli asked for a motion to approve the agenda. Mr. Hilgers **moved** to approve the agenda, and Mr. Lanier **seconded** the motion. There was no discussion, and 16 of the 17 Trustees present voted to approve, with one electronically unavailable.

REPORTS

Chairman's Report

Chair Finelli mentioned that the MOU between VSF and DVS and several joint Policies for the VSF and DVS are currently under revision and being circulated within the Trustees and necessary staff. Chair Finelli announced the need for more funding to finish FY20 strong. There have been some good wins thus far, but VSF is behind last year's pace, largely due to administrative shortfalls earlier in the year, and is now struggling to raise money during the COVID-19 crisis. VSF needs the Trustees support. Chair Finelli announced the two objectives; the first is securing the Smithfield donation, the second is raising \$90,000-\$100,000 to match FY19s income levels. Chair Finelli stated that though donations are down, needs are expected to increase with increased unemployment and other issues across the Veteran community. The specific initiatives before the end of FY20 are 1 on 1 calls, the aggressively working the donor pipeline, securing more corporate donors, and sending out the targeted Memorial Day and Flag Day messages.

Department of Veterans Services

Commissioner John Maxwell gave welcome remarks and stated that DVS' mission remains the same and as an agency will need to be flexible and adaptable as DVS deals with the COVID-19 crisis. He also highlighted his priorities, to include being transparent and pursuing a strong and vibrant network of support. Commission Maxwell closed in stating that he looks forward to working with the Foundation to meet the needs of Virginia veterans and their families.

Board of Veterans Services (BVS)

Mr. Michael Dick, Board of Veterans Services (BVS) Chair, provided the BVS report. The scheduled meeting for May 14, 2020 has been cancelled. BVS is working to reschedule the meeting for June. The three committees will work to reengage when the Commonwealth reopens.

Joint Leadership Council of Veterans Service Organizations (JLC)

Mr. Frank Wickersham, Joint Leadership Council (JLC) of Veterans Service Organizations Chair, provided the JLC report. There were six legislative issues and three were successfully passed during the General Assembly Session, three were tabled. Deputy Commissioner Combs has the spreadsheet of all of the legislative issues. Chair Finelli asked if there were any questions. None were posed.

Foundation Executive Director

Mrs. Boughy announced that as of May 12, 2020 VSF has received \$409,620.00 in donations. This is about \$200,000 drop from total donations received at the same time in FY19, due primarily to two corporate donations that are still being worked.

Chair Finelli asked if there were any questions. No questions were posed.

Nominating Committee Report for FY21

Chair Finelli announced that VSF needs to establish a Nominating Committee to make recommendations for the offices of Chairman, 1st Vice Chair, and 2nd Vice Chair. Chair Finelli lists the members of the Nominating Committee as Mr. Brad Antle (Chair), Walter Stosch, and Anthony Gitalado. Chair Finelli noted the Board will vote to approve the Nominating Committee during Unfinished Business.

Development Committee Report

Mr. John Lesinski, Development Committee Chair reported on the Giving Tuesday Campaign and VSF's need for a robust digital campaign. He also noted that giving is down as a result of COVID-19, but those who can still give are giving in smaller amounts. Chair Finelli asked if there were any questions. None were posed.

Finance Committee Report

Senator Walter Stosch, Finance Committee Chair, reported that the VSF Board of Trustees has a fiduciary duty to its donors to ensure the donations are used prudently and for the designated purpose. Since the Finance Committee has not met, Mr. Stosch has monitored VSF's donor database and DVS' financial reports to VSF to ensure the fiduciary responsibilities were met.

Procedures and Policies Committee Report

Mr. Hilgers, P&P Chair reported that the P&P Committee is working with Chair Finelli, and DVS to update policies on fundraising, in-kind donations, fund management, and fund allocation and expenses. Chair Finelli noted the importance of having updated P&Ps because there are a significant number of Trustees cycling off the Board and it will lay a solid foundation for new Board members. Mr. Hilgers noted that draft versions of the policies and procedures are currently circulating.

Review of FY20 Second and Third Quarter Financial Report (Attachment 2)

Ms. Tammy Davidson, provided the financial review of the FY20 Second Quarter report. The income total is \$234,554.37. Expenditures were \$198,181.76. The balance remained healthy at \$1,671,727.33. The FY20 Third Quarter report stated that total income was \$385,133.52. Expenditures were \$260,126.55. The income over expense amount is \$125,606.97. The balance remains healthy at \$1,760,360.

UNFINISHED BUSINESS

Overview of VSF 2020 State budget and legislation

Mr. Jack Hilgers stated that the changes in the Code recognize non Trustees and staff advisors assisting the Board, allowing non Trustee Board Secretary and Treasurer to serve as Board officers, requiring Trustees and Employees of VSF to comply with the Conflict of Interest Act, clarifying the status of the Executive Director, and vesting authority in the Board of Trustees and not the Foundation itself. Mr. Hilgers noted that in the Budget VSF allocations included salary increases for state employees, provided \$70,000 for one FTE for a VSF administrative assistant, and reallocation of \$160,000 as pass through funding from DVS to VSF.

Chair Finelli asked if there was any other unfinished business. None was posed.

NEW BUSINESS

Chair Finelli made a motion to approve to approve the Nominating Committee. Jack Lanier seconded the Motion.

A roll call vote was taken and 16 of 17 voted to approve, with one electronically unavailable. Chairman Finelli moved to approve the FY20 Second and Third Quarter Financial Report. Jack Hilgers seconded the Motion. A roll call vote was taken with 16 of 17 voting to approve, with Robin Beres not voting.

Chair Finelli asked if there were any other comments. Mr. Al Pianalto suggested to the Commissioner that the Governor mention VSF as a resource to veterans during his daily press conferences. The Commissioner responded that he could communicate with the Governor's communications team but that reaching the veterans through the traditional methods such as news print and email might be best.

PUBLIC COMMENT PERIOD

Chair Finelli asked if there was any public comment. There were no public comments.

ADJOURNMENT

Chair Finelli **made** a motion to adjourn the meeting, Mr. Jack Hilgers seconded the motion. There was no discussion. A final roll call was taken with 14 trustees approving and three not electronically available. The meeting adjourned at 11:05AM.

The next VSF Board of Trustees Meeting will be held on June 24, 2020 at the Virginia War Memorial.