

DRAFT

Virginia Veterans Services Foundation Board of Trustees
Virginia War Memorial
621 S. Belvidere
Richmond, Virginia 23220
Meeting Minutes
March 21, 2024
1:00PM – 3:00PM

A meeting of the Virginia Veterans Services Foundation (VSF) Board of Trustees was held on Thursday, March 21, 2024, at the Virginia War Memorial, 621 S. Belvidere, Richmond Virginia. The meeting was called to order at 1:00pm.

Trustees Present

- Brad Williamson (*Veterans Services Foundation Chairman*)
- Craig C. Colucci
- Marc Anderson (virtual)
- Allan C. Burke (*Development*) virtual
- Mike Coleman (*First Vice Chair*)
- Michael Dick
- Kevin Hoffman (*Joint Leadership Council*)
- Jack O. Lanier
- Tim Pillion (*Finance Chair*)
- Bruce Waxman (*Policies and Procedures Chair*)
- James R. Poplar

Trustees Absent

- Jarris L. Taylor, Jr.

VSF Advisors Present

- None

VSF Staff Present

- Kayla Arestivo, Executive Director

Secretary's Office of Veterans and Defense Affairs

- Craig Crenshaw

Commonwealth of Virginia Office of the Attorney General

- None

DVS Representatives Present

- Chuck Zingler, Commissioner
- Tammy Davidson
- Kim Barton
- Antoinette Johnson
- Steve Combs
- Kendra Elison
- Monhnae Harris
- Griffin Ramsey
- Brandi Jancaitis
- Monique Brown
- Patrice Jones

- Jasmine Gore
- Tramaine Carroll-Payne
- John Hall
-

Visitors Present

- Tom Bartlett (20 Degrees)
- Sara Gibson (20 Degrees)

Materials Distributed and Attached

- VSF Agenda (*Attachment 1*)
- VSF December 7, 2023, Meeting Minutes (*Attachment 2*)
- DVS Update for the Veterans Services Foundation (*Attachment 3*)
- BVS Report to the Veterans Services Foundation (*Attachment 4*)
- VSF Joint Leadership Council Report to the Veteran Service Foundation (*Attachment 5*)
- VSF Executive Director Slide Presentation (*Attachment 6*)
- VFS Schedule of Receipts, Expenditures and Budget by Activity for the Month Ended February 29, 2024 (FM08) (*Attachment 7*)
- VSF Procedures and Policies Committee Memo (*Attachment 8*)
- VSF Strategy Workshop, 20 Degrees Presentation (*Attachment 9*)
- VSF Board of Trustees Bylaws (*Attachment 10*)

I. Opening and Pledge of Allegiance

VSF Chair Williamson welcomed everyone and called the meeting to order at 1:00 p.m.

II. Roll Call of Trustees and Quorum Determination

With 13 of 14- trustees present, VSF Chair Williamson advised a quorum was determined.

III. Approval of Agenda (*Attachment 1*)

VSF Chair Williamson asked for a motion to approve the agenda.

Jack Lanier **moved** to approve the agenda and Tim Pillion **seconded** the motion. There was no discussion, and the motion passed unanimously.

IV. Nominations and Appointment

None

V. Review and Approval of December 7th, 2023, VSF Meeting Minutes

VSF Chair Williamson asked for a motion to approve the minutes as presented. Mike Coleman **moved** to approve the minutes as presented and Kevin Hoffman **seconded** the motion. There was no discussion, and the motion passed unanimously.

VI. REPORTS

A. Secretary's Report: Craig Crenshaw, Secretary of Veterans and Defense Affairs

Secretary Crenshaw opened by thanking everyone for joining the VSF Board Meeting, especially those who are new members to the Board. He stated that the Board is at a point now where the focus is on how to move forward with the Foundation and thinks that time is always important. When looking at the direction of the new members and new Executive Director, it is time for new ideas. He believes that new ideas and solutions are generated from what if questions. When we recognize there are a group of individuals who have dedicated their lives to serving the country then we have an opportunity to serve them working with DVS.

He was asked at what point do veterans get enough? Secretary Crenshaw would challenge that veterans would never get enough, especially if it's recognized the sacrifice of the veterans and their families. We have stated numerous times that Virginia Values Veterans; Virginia is Veteran friendly, and we have the chance to make

it come to fruition; we have not scratched the surface of what that means. When a veteran is seen struggling, it is an organization like this (VFS) that would make a difference. The value of having an organization like this is that forces can be pulled together. He informed he is excited about the direction it is currently going in.

At the end of the day, we are not voting but are members that continue to push our initiatives and we should never stop. The secretary values what happens as the agency juggles the legislation and in trying to move forward each day, there is an opportunity to make a difference in the veteran community. He looks forward to supporting everyone in whatever capacity he can.

B. Department of Veterans Services

Commissioner Chuck Zingler opened with remarks that he was excited and honored to take on the purposeful task of Commissioner of DVS and sees it as a much higher calling. He has had the better part of two months to see in a very tangible way the state of the veteran as it is today and it is clear the agency is not doing nearly enough of what they deserve. At the same time, he looks at the teams at DVS and sees how hard and purposeful the employees work – days, nights, some not having a day off or even to telework because the work never stops.

The commissioner believes just the scope of the problem requires us to find ways to build a team of teams, among the stakeholders in industries, the stakeholders in our universities down to communities servicing veterans and other end-groups. The Foundation is remarkable in that we have other resources to bring to the table. His ask is to find new and better ways to leverage VSF to allow us to do the task at hand and he will always ask are we really spend it on priorities.

With the direction he has gotten from the Secretary and the Governor’s administration, he believes the agency is well suited for the objective.

C. Chairman’s Report

VSF Chair Williamson has been focused on a few things, first – how to raise additional funds for our veterans and how can we help the commissioner.

On the short term, the chairman is interested in filling out the team. The Board has interviewed and hired a Business Manager and part-time Grant Writer to support the Executive Director. They are also working with Jordan Stewart and others to fill out the Board of Trustees. The Chairman has spoken to members from various committees and re-iterates that once more people are on the Board of Trustees, more members will be allocated to the committees.

Regarding the bylaws, there are posed revisions to the bylaws and hopefully in June there will be proposed revisions to all the policy documents to ensure they are updated and continue to be informative of the way they are conducting business.

The chairman has also drafted sample template letters for the Board of Trustees to send out to the potential donors. The letters have gone through legal review and will posted on the website. The templates can be used to fill in the blanks and send to those who Board members feel are appropriate.

VSF Chair recognized with the onboarding of two new Board of Trustee members, he has been compiling questions to come up with an on-boarding packet with information on meeting spaces, bylaws, information on services that DVS provides, and other items needed to educate new members.

D. Board of Veterans Services

Joyce Henderson presented the report, informing the Board they had their quarterly meeting at the Virginia War Memorial on December 15, 2023. DVS Commissioner Daniel Gade gave an overview of the Statewide Strategic Plan for 2024 - 2029 and noted budget and legislative recommendations. Mr. Coleman represented VSF, and Mr. Zimmerman represented the joint Leadership Council. In addition, the BVS Board reviewed the upcoming General Assembly Session.

The War Memorial Foundation chair Kathy Owens provided an update and advised to be on the lookout for events and programs in the newsletter. Dr. Sarah Burgos, Curator of the Museum of the Virginia National Guard gave an update along with Brigadier General Todd Hubbard, the Director of the Virginia National Guard Joint Staff.

BVS has adopted its 2024 work plan and is scheduled to have their next meeting on June 20th, 2024, with a virtual meeting sometime in April. Senator John Bell and Delegate Kathleen Murphy ended their tenure in January.

E. Joint Leadership Council

JLC Chair Kevin Hoffman shared the council has wrapped up the legislation session. They did JLC Day and thought it went particularly successfully. They were able to engage directly with the legislators, one-on-one and advocated for their initiatives.

The first initiative, the expansion that is for surviving spouses for service members kill in the line of duty, passed. Another bill featured predatory claim sharks, which was tabled until next year. The third initiative is for tuition assistance for the guard. There is a tuition plan in place, however, this went from an upfront model to a reimbursement model – also tabled for next year. The last initiative provides medical protection for guard services members when activated for hurricanes, fires, etc. which will be signed by the governor shortly.

The JLC has adopted the DVS Strategic Working Plan, which gives a five-year blueprint. Kevin Hoffman will also conclude his term in June, expecting great things from here on out.

F. Foundation Report

Kayla Arestivo presented the Foundation Report, starting by reminding everyone of the mission – the Foundation is here to exclusively support DVS and their four service lines.

A current list of trustees has been requested and will go out along with the letter templates VSF Chair Williamson mentioned in his earlier report on the website. She also took a moment to go over the impact the Foundation has had, especially for the newer members of the Board. VSF aids in filling in some of the gaps for medical, behavioral health and rehabilitative care, veteran suicide prevention, homelessness, the long-term care centers and the Veterans Education, Transition and Employment (VETE) directorate for transition assistance.

The work of the Foundation is not just about the fiduciary responsibility but also in making a real impact to the veteran community, which can sometimes be lost in the mission.

Mrs. Arestivo is focusing on the 2024 Objectives and Key Results (OKR's) for VSF, such as positioning the organization to be the best-in-class state-supported Foundation to serve Virginia's military veterans, grow the level of overall funding for annual revenue and increase the number of engagements across the Commonwealth.

For herself, as Executive Director she is focusing on accountability by measuring OKR's in the way of deconstruction of previous ED expectations, build functionality between DVS/VSF, expanding awareness of the mission, rebranding of VSF and increasing Board engagement.

The question was asked if there is a metric used to screen whether the Foundation is successful or falling behind.

Mrs. Arestivo shared that in terms of a third-party metric, there is not one. However, for the OKRs, it's whether the Foundation is hitting them or not.

She continued to share that the strategy is to tell the story. There are thousands and thousands of testimonies and working along side the VVFS team, the focus is how to get the stories out and tell what the Foundation is doing. There is talk of numbers raised however there needs to be a focus on how an impact has been made. For state-wide engagement, the Executive Director wants to be leveraged and to go out on the Foundations behalf and meet with those who want to support the veterans.

A few things to be considered, such as logo redesign and website rebuild. The present quote is \$48K, which helps in the rebranding, talks about the story a bit more, have interactive parts of the website as its currently very one-dimensional and increase the donation platform within the website. The Foundation's excess general funds can be relocated to the website rebuild.

Michael Coleman added that everything that is being shown for strategy considerations is general fund appropriated dollars and do not impact on the support that is given DVS, which expires June 30th. He advised that if anyone has any objections to spending the money, it needs to be presented and the Board not necessarily needs to vote on it.

VSF Chair Williamson interjected that because of the security requirements of a government website, the Foundation is forced to use the available vendors that are approved by the Commonwealth.

Mr. Coleman informed that the Govrenor is getting all state agencies to incorporate into their websites additional security measures. The state identified three or four vendors that addresses state websites, and the selection was made from there.

Tammy Davidson added that the Governor would like the websites uniformed to represent the state as a whole. Also, the reason the Foundation had the general fund dollars available for the one-time purchases this year was due to turnover in vacancy – the Executive Director position and the second full time employee (FTE) position.

The question was asked if the \$48K include sustainment costs or will that come from the budget?

Mrs. Arestivo informed that it will be a lesser amount, \$7,982.40 year for operations and maintenance.

VSF Chairman Williamson asked for a motion to go to Marc Anderson due to time restraints. Allen Burk **moved** and Michael Coleman **seconded** the motion. There was no discussion, and the motion passed unanimously.

G. Finance Committee Report

Tim Pillion presented the report, informing the Board that overall, the Foundation funds are healthy. There are a couple of care centers that are aggressively spending and reaching out, touching the veterans and there are a few that are not spending aggressively, not spending at all at this point.

Current expenditures are \$583K and will ask for a motion to revise the budget upwards to _____,

Mike Coleman informed there are two areas the Foundation is looking at providing additional funding for, one the area of family support. Brandi Jancaitis, Director of VVFS, has identified \$82K left and until the end of June, the service line will either reduce what they are providing in support to veterans, or they expect to expend another \$183K. For Education and Transition, they have identified a \$60K need to fulfil requirements through the end of the year.

What is being done is reallocating appropriations from the care centers and cemeteries that have not been spent. This leaves two choices, to provide additional funds or cut back on what has been provided.

The question was posed: for the money not spent yet, were they planning to spend the funds and now realize

they do not have the opportunity anymore?

Mike Coleman addressed the question of where the Foundation is with the \$3M. Specifically earmarked for the Davis and McDaniel Care Center is \$1.9M, which was an endowment that was received. He informed that VSF will need to work with that care center to develop a spending plan as funds cannot be spent anywhere else besides that care center. This leaves the cash balance at approximately \$1.5M; annual donations are in the \$700-800K range, and he believes this will grow tremendously. In April, the directors of DVS will be asking for what they would like to have next fiscal year.

VSF Chair Williamson added that if the Foundation is allocated funding and it is not executed, it is not doing anyone any good and so, this is driving VSF to push funds where they will be executed. As an organization, we always want to try to ask for funds to be given in an unrestricted manner.

H. Development Committee Report

Marc Anderson started by extending a warm welcome to Commissioner Zingler.

He informed the governor is very keen on re-invigorating the Foundation and having it be more active, getting more capable members participating and having a higher impact – serving more and serving others. From his perspective- as more members are added, the goal is to raise more monies and he certainly understands everyone has different levels of comfort in reaching out for money. He is available for members to have conversations with, should it be needed for support.

I. Policies and Procedures Committee Report

Bruce Waxman presented suggestions and revisions to the Bylaws. Due to the separation of the previous Executive Director, it has highlighted some areas within the bylaws that should be addressed. The committee has agreed to clarify the authority of the Executive Director and streamline the ability and leisure of the Board to act. Previously the Foundation was comprised of all volunteers and a small staff and where there was a need to take administrative action, the mechanism was cumbersome. The idea is to strengthen the ability of the chair to act as the executive officer of the Foundation.

He brought attention to particularly to 4.3 – the type of position the Executive Director holds. Apparently, when the Foundation was created the position of Executive Director served at the pleasure of the Board of Trustees, however it has transformed to a civil service position as a matter of law, creating unnecessary complications. To make it clear, they will have the Executive Director be a non-contract employee. “At Will” was previously used, however this is not the term that should be used. “At Will” relates to those appointed by the governor.

There are some other technical things, such as how to vote in the proposed changes to the bylaws. Of all the recommended changes, one of them was that the Board chair would have final say on any presentation, which seemed a little unnecessary. Another which is a technical change, that is whenever the bylaws are changed, they must have a provision in the bylaws to indicate when the new changes take effect. Normally, when the Board votes and approves the change, it takes effect. However, there was a situation where it did not happen and occurred during the pandemic.

With no questions posed, VSF Chair Williamson informed the Board the original bylaws will be placed on the SharePoint site, with the tracked changes shown along with the revised version of the bylaws. During the meeting in June, the intention is to approve the changes to the documents at that time.

VII. UNFINISHED BUSINESS

A. Update on Strategic Plan Development: 20 Degrees

20 Degrees with Tom Bartlett and Sara Gibson presented. The objective here is to disrupted what has not worked for the community around funding; and how they bring more resources to the community. The company brings a

lot of financial and fundraising experience, and they help fix broken revenue models.

They were brought in to do a review of VSF and the current capacity and readiness to generate and attract more revenue across seven key, strategic areas. The point of the assessment is to understand what it will take to create the right value proposition and the right internal operations so the Foundation can be a game changer. The evaluation took place across a 4-point scale and at the time, there were some key areas of strengths and some areas of opportunity for growth. Some of the recommendations have already been acted upon from the last time 20 Degrees presented, which was October/November 2023.

A few things are important regarding the stronger areas of the Foundation. The first, the position of the Foundation in sitting alongside the state-wide mandate to support veterans and its relationship with the Commonwealth, creating potential for immediate brand credibility with the opportunity to capitalize on revenue.

One of the areas of opportunity is, there is a lack of a clear strategic plan to drive the organization forward and some challenges around the culture which gets in the way of the Board and staff moving forward as one unit. At the time, VSF was operating without a fundraising point.

20 Degrees will be working with the Executive Director in terms of building a fundraising plan. The focus is what the shared vision is and where the Foundation is going and why it is essential to Commonwealth's ability to serve its veterans. They will be helping the Board using market research and preparing case studies to see how other states and other major Foundations are working with their state partners. There will be two strategy workshops, helping to frame out the strategic plan and think through different scenarios to carry them through the next year or beyond.

The question was posed as to how long the effort will be.

Sara Gibson answered they would be thorough, so towards June timeframe.

VSF Chair Williamson informed that at some point 20 Degrees will be asking for support from the Board members to support the consulting team. No other questions were asked.

VIII. NEW BUSINESS

A. Approval of Development Committee Recommendations

None.

B. Approval of Finance Committee Recommendations

VSF Chair Williamson asked for a motion to approve the revised budget. Bruce Waxman **moved** to approve the revised budget and Jack Lanier **seconded** the motion. There was no discussion, and the motion passed unanimously.

C. Approval of Procedures and Policies Committee Recommendations

None

D. Approval of 2st Quarter 2024 Financial Report

Mike Coleman **moved** to approve the second quarter financial report and Jack Lanier **seconded**. There was no discussion and the motion passed unanimously.

E. Other New Business

The Executive Director asked for a motion to approve the logo with red lettering. Tim Pillion **moved** to approve the new logo and Jack Lanier **seconded** the motion. There was no discussion, and the motion passed unanimously.

VSF Chair Williamson asked for a motion to approve the funding for the website. Michael Coleman **moved** to approve the funding for the website and James Poplar **seconded** the motion. There was no discussion, and the motion passed unanimously.

VSF Chair Williamson informed the donor request letters will be placed on the sharepoint website. He was more concerned that the letters were factual and that they instructed potential donors on how to donate as the previous template lead donors to the website but did not clarify the steps on how to do so. Also, the chair wanted to make sure legally, they can send out the letters.

If a member of the Foundation would like to send out a different letter on behalf of VSF, the chair is fine with this – he would just ask that it be taken to legal counsel for verification. He would like to get to one version that everyone can agree on, have it approved once more and utilize it.

VSF Chair Williamson addressed the nominating committee that is supposed seek people to fill the three positions on the Board of Trustees – the chair, first vice position and second vice chair position. He asked for three to five volunteers to serve.

Michael Coleman, Craig Colucci and Allen Burke volunteered.

VSF Chair Williamson informed if there is anyone on the Board of Trustees who would like fill one of the positions, please give your name and information to one of the members of the nominating committee. In June, during the meeting the Foundation will need to vote on approving the people with the positions. At that point, the chair will be able to assign members to the rest of the committees.

Executive Director Arestivo spoke about the position of the Grant Writer to maximize the efforts for fundraising, not only with grant writing but also corporate sponsorship. She stated the position would be paid \$50/hr and would be working collaboratively with herself.

VSF Chair Williamson asked for a motion to approve the Grant Writer hourly rate. Jack Lanier **moved** for approval, and Tim Pillion **seconded** the motion. There was no discussion, and the motion passed unanimously.

Craig Colucci shared under new business two items: the first being his company has sponsored a timeslot for non-profits to go and throw the first pitch at their training baseball/softball facility. He has asked the Board to throw the first pitch, with Commissioner Zingler which will allow a video to be shown beforehand for advertisement. Typical attendance averages about 5K.

The second piece to this, is that his facility was able to raise \$20K last year during Veterans Day, featuring a ‘Hit-A-Thon’ speaking to the number of veterans who commits suicide each year and bring awareness to overcome the statistic. Last year, the donations were given to two local veteran charities. This year, the goal is to raise \$50K which is anticipated to be donated to VSF and to the Commit Foundation. Mr. Colucci will send out more information as the date nears.

A. Approval of 1st Quarter 2024 Financial Report

Kim Barton, Treasurer presented the financial report.

Total income for FY24, Second Quarter: \$175,964.18 in revenue as of December 31, 2023. Total expenditures for FY24, Second Quarter: \$297,677.37. Excess of income over expenditures: -\$121,713.97. Beginning fund balance: \$3,400,794.08. Total FY24 Ending Fund balance: \$3,279,080.89.

B. Adjournment

The next Board of Trustees Meeting will be held on June 13, 2024 at the _____. The meeting was adjourned at 2:58 p.m.