



Community Foundation *of the* Dan River Region

THE COMMUNITY FOUNDATION GOVERNANCE COMMITTEE

April 25, 2023

1:00 P.M.

Meeting Agenda

Call to Order.....Brian Wilson, Chairman

April 27, 2022 Minutes.....Kathy Milam, Executive Director

General Nominating Process.....Kathy Milam

- Board Member Responsibilities
- Board Skills Composite
- List of New Board Member Recommendations
- Report with Board Officer and Director Positions to be filled

National Standards Reaccreditation Conversation

About Diversity.....Brian Wilson

2023-2024 Vacancies.....Kathy Milam

- Brian Wilson
- Janet Holley
- Richard Camp

Name Potential New Board Members,

Alternates and Contacts.....Brian Wilson

2023-2024 Officer and Committee Appointments.....Brian Wilson

- Recommend Slate of Officers
- Recommend Committee Leaders

Board Governance Checklist Review.....Brain Wilson

Adjourn



Governance Committee Meeting Minutes

April 27, 2022

3:30 PM

Present: Rodney Reynolds, Brian Wilson, Steve Bass, Scott Barnes, Richard Camp, Janet Holley and Kathy Milam

Rodney Reynolds, Chairperson, called the meeting to order at 3:30 pm.

Minutes from the April 26, 2021 Governance Committee Meeting were approved as presented.

Kathy Milam summarized the materials provided with the meeting agenda.

(a) Board Member Responsibilities document-The committee reviewed this and had no changes for this document, which was last approved December 12, 2011. A Camp/Wilson motion to approve the document with no changes was approved by all.

(b) Board Composite of Skills-This is an active document and should be available, password protected to Board members online along with other documents. While the race/ethnicity data is necessary, and we should be aware of all the factors, that column should be hidden, as it is unrelated specifically to skills. It was suggested that younger members are needed on the Board. We should think of people who will be great on the Board.

(c) Board Member Recommendations list for FY 2023-2025-Rodney will review this.

(d) Governance Committee Report- This highlights members rotating off and open positions, committee composition and leadership, and Board terms.

Kathy stated there are five Board positions opening due to the following Board members rotating off effective June 30, 2022 and one earlier resignation by John Holshouser. Rodney Reynolds, Felicia Hairston, Richard Jones, and Calton Weatherford complete their second term June 30, 2022.

Rodney presented the following list of six potential new board members who have agreed to nomination:

1. Sandy Saunders (distribution)
2. Tiffany Danielle Hairston (distribution)
3. Jennifer Hiltwine (finance)

4. Kunal Patel (finance)
5. Howard Graves (distribution)
6. Lisa Johnson Knight (finance)

On a Wilson/Holley motion to accept this list of six nominees, all approved.

The director who made each recommendation will communicate with the nominee(s) to confirm their agreement to serve. Confirmation is needed by May 11, 2022.

Rodney emphasized the need to clean up the eight-page Potential Board List. It would be very helpful for all Board members to review the list, and provide staff with names that should be removed from the list. Alternatively, Richard Camp suggests an active list of perhaps ten names. Dave Zook, Mark Gignac and R.J. Weaver were mentioned as potentially strong members.

Officer and committee chair candidates were considered with the following slate recommended for Board approval.

- President- Richard Camp
- Vice President – Scott Barnes
- Past President – Brian Wilson
- Secretary- Cathy Pulliam (alternate Danielle Montague)
- Treasurer- Vince Kania
- At Large- Janet Holley

The following committee leadership appointments were recommended:

Distribution– Steve Bass, Chair; Rick Dixon, Vice Chair

Finance Chair – Scott Barnes, Chair; Kerri Burchette, Vice Chair

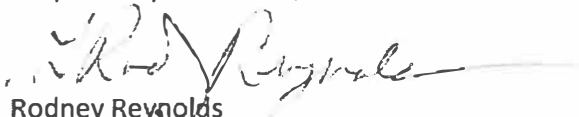
Richard Camp will contact people to confirm their interest in serving in leadership roles.

The Governance Checklist is a report listing significant, monthly governance related activities for each fiscal year. Rodney recommends adding the Board Planning Retreat to this list in August or October.

We need to identify two dates for planning the retreat prior to the event. A meeting in May is recommended. Use of the Danville Regional Foundation \$50,000 capacity-building grant is necessary.

The meeting adjourned at 4:50 pm.

Respectfully submitted,



Rodney Reynolds
Governance Committee Chairman



Community Foundation

of the

Dan River Region

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The Community Foundation of the Dan River Region is a not-for-profit corporation organized to receive, manage and disburse charitable funds according to its Articles of Incorporation and Bylaws. It is governed by a Board of volunteer Directors who are knowledgeable about the community and are committed to assisting the Foundation achieve its mission.

BOARD MEMBER RESPONSIBILITIES INCLUDE:

Setting Direction

- Understanding the Foundation's mission and vision and objectives
- Setting policies for the operation and practices of the Foundation
- Determining and overseeing the leadership and grantmaking strategies
- Establishing development and donor relationship strategies
- Attending all Board meetings
- Serving on at least one committee and actively participating in the committee's work
- Preparing for Board and Committee meetings

Ensuring the Necessary Resources

- Hiring and supporting the Executive Director
- Developing a diverse and effective Board
- Building and maintaining Foundation resources
- Giving an annual financial gift, preferably to the Board Endowment Fund
- Considering creating a personal charitable fund which can be funded currently or through a bequest
- Sharing knowledge of the Foundation with friends and potential donors

Providing Oversight

- Serving as a fiduciary steward by monitoring and evaluating financial performance
- Defining measures of success and monitoring the Foundation's programs and activities
- Guaranteeing accountability and ensuring legal and ethical standards and compliance
- Evaluating the Executive Director on an annual basis
- Engaging in continuous Board development

Approved by the Board 9/26/22; previously approved by Board 12/12/11

**Board Composite of Skills, Experience and Knowledge
2022-2023**

NAME	Area of Residence	1st or 2nd Term	Term Expires	Committee	Gender	Race/Ethnicity	Accounting	Administration	Agriculture	Banking/Finance	Business	Development/ Fundraising	Education	Estate Planning	Government	Human Resources	Insurance	Investment	Leadership	Legal	Marketing	Medical	Planning	Communications/ Public Relations	Real Estate	Volunteerism
Angeles Atkinson	PC	1	25	f	F	H				X									X							
Brian Wilson	PC	2	23	D, E	M	W	X	X	X		X	X	X		X	X	X		X	X	X	X	X	X		X
Cathy Pulliam	H	1	24	D	F	W		X					X										X	X		X
Danielle Montague	D	1	24	D	F	B						X							X				X			
Felecia Veal-Edmunds	D	2	25	D	F	B							X													X
Ginny Foster	C	2	24	D	F	W						X	X													
Howard Graves	D	1	25	D	M	B							X									X				
Janet Holley	PC	2	23	D	F	W					X								X		X			X	X	
Jennifer Hiltwine	PC	1	25	F	F	W		X		X	X					X		X								
Kerri Burchett	PC	1	24	F	F	W	X																X			
Kunal Patel	D	1	25	F	M	A		X		X	X							X								
Lee Farmer	C	1	24	D	M	W														X						
Lisa Johnson-Knight	C	1	25	F	F	B	X			X	X															
Nina Beth Thornton	PC	1	24	F	F	W		X		X	X	X							X							X
Richard Camp	PC	2	23	D	M	W					X								X							
Richard Dixon	PC	1	24	D	M	W		X					X			X								X		
Sandy Saunders	D	1	25	D	F	B																				
Scott Barnes	H	2	24	F	M	W		X			X		X		X	X			X		X		X		X	
Steve Bass	D	1	23	D	M	W								X						X						
Teresa Petty	PC	2	24	D	F	B		X					X						X							X
Tiffany Hairston	D	1	25	D	F	B		X			X															
Vince Kania, Jr.	D	1	24	F	M	W	X			X	X			X												X
William Riddle	PC	1	23	F	M	W	X	X		X	X					X		X								

**The Community Foundation of the Dan River Region
Board Officers Committee Assignments FY 2022-2023
Terms to run July 1-June 30**

Executive Committee:		
Name	Office	Term Ending
Angeles Atkinson	President (Ex-officio all committees)	2025 (1st term)
Scott Barnes	Vice President (Finance-Chair)	2024 (2nd term)
Brian Wilson	Past President (Governance-Chair)	2023 (2nd term)
Cathy Pulliam	Secretary (Distribution)	2024 (1st term)
Vince Kania, Jr.	Treasurer (Finance)	2024 (1st term)
Janet Holley	At Large (Governance)	2023 (2nd term)
Directors:		
Name	Committee	Term Ending
Lee Farmer	Distribution	2024 (1st term)
Richard Dixon	Distribution-Vice Chair	2024 (1st term)
Teresa Petty	Distribution	2024 (2nd term)
Felecia Veal-Edmunds	Distribution	2025 (2nd term)
Danielle Montague	Distribution	2024 (1st term)
Richard Camp	Distribution	2023 (2nd term)
Steve Bass	Distribution-Chair	2023 (1st term)
Ginny Foster	Distribution	2024 (2nd term)
Bill Riddle	Finance	2023 (1st term)
Kerri Burchett	Finance-Vice Chair	2024 (1st term)
Nina Beth Thornton	Finance	2024 (1st term)
Sandy Saunders	Distribution	2025 (1st term)
Tiffany Danielle Hairston	Distribution	2025 (1st term)
Jennifer Hiltwine	Finance	2025 (1st term)
Kunal Patel	Finance	2025 (1st term)
Howard Graves	Distribution	2025 (1st term)
Lisa Johnson Knight	Finance	2025 (1st term)
	Rotating off the Board	
	Changing to another Board Officer position	
Angeles will become Past President		
Scott will become President		
Vice President will be needed		
At Large officer will be needed		
Committee Chairs and Vice Chairs may be needed		

Note: Our Bylaws allow for a maximum of 23 members; this is a total of 23.

**COMMUNITY FOUNDATION
BOARD GOVERNANCE CHECKLIST**

		2021-2022 Date of Completion	2022-2023 Date of Completion
JULY	Scholarships paid & checks mailed	7/15/2021	7/15/2022
	Update signature cards	7/25/2021	7/25/2022
	Orientation for new Board members	8/3/2021	8/2/2022
	Annual Conflict of Interest forms due	7/30/2021	7/30/2022
	Competitive grant cycle applications due	7/30/2021	7/9/2022
	Policy updates	6/21/2021	6/13/2022
	Update Strategic Plan	11/29/2021	12/12/2022
AUGUST	Year end documentation sent to auditor	8/10/2021	8/10/2022
	Finance meeting with consultants	8/23/2021	8/22/2022
	Board Retreat		8/26/2022
SEPTEMBER	Executive Committee Meeting	9/13/2021	9/12/2022
	Distribution Committee Meeting	9/22/2021	9/21/2022
	Finance Committee Meeting w/consultants/audit review	9/27/2021	9/20/2022
	State Corporation Commission Annual Report Filing	9/15/2021	8/25/2022
	Approve Scholarship Policy	9/27/2021	9/26/2022
	Quarterly Board Meeting	9/27/2021	9/26/2022
	Revisions to end-of-year giving checklist	11/15/2021	11/2/2022
OCTOBER	Mail semi-annual fund statements	10/18/2021	10/27/2022
	Policy updates	10/20/2021	12/12/2022
NOVEMBER	Appreciation Luncheon	N/A for 2021	11/10/2023
	Finance Committee Meeting	11/15/2021	11/21/2022
	990 tax return filed by Nov. 15/post audit and 990 on website	11/29/2021	12/5/2022
	Begin annual insurance review	11/1/2021	11/21/2022
	Distribution Committee Meeting	11/18/2021	11/17/2022
	Executive Committee Meeting	11/29/2021	11/28/2022
DECEMBER	Annual report mailed/post on website	12/9/2021	12/12/2022
	Quarterly Board Meeting	12/13/2021	12/12/2022
	Grant proposals approved/notified	12/13/2021	12/12/2022
JANUARY	Scholarship applications available online	1/1/2022	1/1/2023
	Grant reception	N/A for 2022	1/11/2023
	Mail W-2 and W-4 reports (done by Outstaffing)	1/15/2022	1/16/2023
	Review 1099s (Donor Services Manager & Accountant)	1/31/2022	1/30/2023
	Mail 1099s (Harris, Harvey, Neal mails)	1/31/2022	1/30/2023
	Policy updates	none	none
FEBRUARY	Review Statement of Investment Policy	2/14/2022	2/20/2023
	Finance Committee Meeting	2/14/2022	2/20/2023
	Nominating process begins	2/16/2022	3/6/2023
	Mail semi-annual fund statements	3/1/2022	3/8/2023
MARCH	Scholarship deadline	3/1/2022	3/1/2023
	Executive Committee Meeting	3/7/2022	3/6/2023
	Quarterly Board Meeting	3/21/2022	3/20/2023
	Approve 2023-2024 Spending Policy	3/21/2022	3/20/2023
APRIL	Policy updates	4/1/2022	
	Begin next FY budget	4/15/2022	
	Governance Committee Meeting	4/27/2022	4/25/2023
MAY	Distribution Committee Meeting	5/5/2022	5/4/2023
	Scholarship recipients notified	5/6/2022	5/5/2023
	Finance Committee Meeting	5/23/2022	5/22/2023
JUNE	Competitive Grant Cycle application opens	6/1/2022	6/1/2023
	Scholarship Reception	6/5/2022	6/4/2023
	Executive Committee Meeting	6/6/2022	6/5/2023
	Quarterly Board Meeting	6/13/2022	6/12/2023
	Approve FY Budget and Nominations	6/13/2022	6/12/2023