

WGF Full Board Packet

Women and Girls Foundation Board of Directors Meeting
100 W. Station Square Drive, Suite 315
Pittsburgh, PA 15219
February 13th, 4:00pm – 7:00pm
Call-in #: 1-218-936-4141 Access Code: 5707884

AGENDA

- ◆ Denotes Board/Committee Informational Items for Discussion
- ◆ Denotes Board Vote

4:00pm	Board Orientation	Heidi, Tara, Jui
5:00pm	Meeting Break	All Board Members Arrive
5:15pm	Discuss Annual Conflict of Interest Document Upcoming April Approval of By-Laws ◆ Approve December Minutes	Heidi, Board Chair
5:30pm	Discuss January Activities Board Member Agreement 2013 Action Plan	Heidi, Tara, Jui
5:50pm	Update and Discuss Strategic Plan	Heidi, Gregg
6:15pm	Discussion and presentation from Healthcare Coalition	Tara, Coalition
7:00pm	Adjourn	

December &
October 2012
Minutes

The Women and Girls Foundation
Board of Directors Meeting, December 19th, 5:00pm – 7:00pm
Woman and Girls Foundation Conference Room

Board of Directors in Attendance: Heidi Bartholomew, Bernadette Smith, Tanya Hagen, Deb Acklin, Bracken Burns, Margaret DiVirgilio, Mary Ann Dunham, Clyde Jones III, Suzan Lami, M.J. Tocci, Kelli Wall, Via Conference Call – Phyllis Silverman

New Board Members in Attendance: Candi Castleberry-Singleton, Muge Finkel, Kimberly Slater-Wood, Susan Yohe

Staff in Attendance: Heather Arnet, Jonathan Hairston, Jui Joshi, Tara Simmons

NOTE:

Call to Order:

Heidi Bartholomew called the meeting to order at 5:12pm. She then introduced Clyde Jones who started with the Welcome and Introductions portion of the meeting. After all new & current board members and staff present introduced themselves, Heidi asked for a motion to accept the Consent Agenda and minutes. Margaret DiVirgillio mentioned the correction needed to mark Kelli Wall as an attendee at the October Meeting (Amended October Minutes included with December Minutes). M.J. made a motion to approve the October minutes, Bracken seconded the motion. October minutes were approved unanimously with the amendment.

Deb asked for discussion re: missing goal numbers for sabbatical. Heather responded that we were about ½ -2/3 of the way to reaching goals - forty thousand for salary, forty thousand for Brazil, and still needed funds for post-production.

Jui explained that individual donor progress from January to November had improved dramatically. This she attributed to the benefits of the Leadership Circle membership, which are Policy briefings, special event invites, etc.

Deb noted that WGF needed to explore service tracking for radio and TV media and see if BurrellsLuce has those capabilities.

2013 Operations Plan: Heidi presented the process of the operations plan and our goals for 2013. There is a lot of work on the “to-do” list. Jui provided a presentation regarding the Operations Plan which was included in your board packets in detail. She illustrated highlights, goals, challenges, directions, and strategies for the 2013-2015 cycle. This also included key perspectives of the organization during this time, such as Grantmaking, Fundraising, Programming, Governance, Communications, and Outreach. Jui emphasized major focuses for 2013; Outreach, GirlGov evolving to statewide reach, hold 11/16/2013 for GALA, “Madame Presidenta: Why Not U.S.” updated from “Vamos Meninas”. Jui closed by stating how much she looked forward to a deeper and more strategic connection between board and staff to propel WGF into a new period of success.

Heidi added that she would be on site Friday’s throughout the sabbatical. Calendar dates would be sent out at the beginning of 2013. Heidi would also be calling to coordinate solidified committee commitments. Heidi then asked for a motion to approve the 2013 Operations Plan. Margaret motioned to approve the 2013 Operations Plan, Tanya seconded and the motion to approve the 2013 Operations Plan passed unanimously.

2013 Budget: Suzan Lami presented the 2013 Request full breakdown for board review of all financials. Tara provided a review of the 2013 Budget in a comparison view of 2011-2012 years. Financial areas to consider are:

- Using August Wilson Center as a space for 2013 Gala – Susan Yohe is on their board, can possibly touch base with them re: the likelihood of their operating in 2013
- **GirlGov:** planning on raising \$25,00 from each caucus for each political party
 - Need to put together a fundraising ask together in a strategic package that details areas of support
 - Any risk of restricting money to explicitly going to GirlGov → unable to be reallocated elsewhere if there is a surplus?
 - Rare to get Operations support from corporations and foundations
 - Statewide reach opens up more donor opportunities
 - 2013 is about cultivating existing participants of GirlGov and planning those discussions for statewide reach
- Individual donors have increased and the prospect pool has increased level of giving and revenue
- 2013 budget needs to be aligned with Operations Plan
- \$25,000 for magazine needs to be added to finance reports
- 2012 Year To Date is without December, which includes event numbers
- What is the difference of \$250,000 (Cathy Raphael's gift)
 - \$187,000 in many small gifts as a result of Leadership Circle
 - Cathy's \$250,000 paid over three (3) years will be to benefit 10 year Anniversary Campaign
 - \$100,000 goes on campaign activity
- Different Strategy to approach foundation support decrease and how to bolster that with individual/larger giving
- It Can Be Done approach
- WGF is purchasing life insurance for all staff

In the interest of time, Tara asked for any and all questions regarding expenses. None were addressed and Tara made the motion to approve the 2013 Budget. Bracken burns motioned to approve the 2013 Budget, M.J. seconded the motion and it passed unanimously.

Tara then presented the WGF Finance Policy Temporary Amendment document for review. She then asked for a motion to approve the WGF Finance Policy Temporary Amendment. Deb Acklin motioned to approve the document and Bernadette seconded the motion. It was approved unanimously.

Adjournment

6:00pm the board went into an Executive Session, at which time the staff exited the room. Heidi provided minutes for the Exec Session which are included with the February Board packet.

Minutes were prepared by Jonathan Hairston, Administrative & Operations Coordinator and reviewed by Tanya Hagen, Secretary. Respectfully submitted by Tanya Hagen.

The Women and Girls Foundation
Board of Directors Meeting, October 17th, 3:00pm – 7:00pm
Buchanan Ingersoll & Rooney PC, One Oxford Centre, Pittsburgh

Board of Directors in Attendance: Heidi Bartholomew, Bernadette Smith, Rona Nesbit, Tanya Hagen, Mildred Morrison, Gregg Behr, Margaret DiVirgilio, Mary Ann Dunham, Joyce Kossol, Suzan Lami, Phyllis Silverman, M.J. Tocci, Kelli Wall

Staff in Attendance: Heather Arnet, Susan Blackman, Jonathan Hairston, Jui Joshi, Tara Simmons

Guests in Attendance: Tuti Scott & Ellen Landis of Imagine Philanthropy

NOTE:

Call to Order:

Heidi Bartholomew called the meeting to order at 3:11p.m.

For this meeting, we utilized a consent agenda process. Heidi asked Heather to provide a brief overview of the following committee reports included in the consent agenda; Finance, Fundraising, Grantmaking, & Communications. After review of these documents, it was noted that an adjustment needed to be made to the Dashboard and that it should be re-printed. The revised dashboard is enclosed with these minutes. In order to give ample time to the Succession Planning consultant led portion of the meeting, Heidi asked for a motion to approve all committee reports as part of the consent agenda, Tanya made the motion to approve the committee reports. Suzan seconded the motion was passed unanimously by the board.

Governance: Mary Ann Dunham presented an overview of the classes from 2012 on and vacancies created. Mary Ann shared that the Governance and Nominating Committee proudly recommends Candi Castleberry-Singleton, John Denny, Susan Yohe, Representative Matt Smith, Kim Slater Wood, and Muge Finkel to join the WGF board beginning January 21, 2013. Mary Ann shared that these people were chosen due to their professional affiliation with the board – and asks that this be the standard approach in presenting any potential new board members. She recommended that we look to more “C Level” candidates (i.e. CEO, CFO, COO, CDO..). Before the vote, Mary Ann shared that while “Chip” Bapst was very enthusiastic about being considered for the board, that he regretfully had to decline due to previous commitments. He would like to be considered again in future years.

Action Items: Call to have a replacement for “Chip” ASAP as there are no potentials from previous pool of candidates.

Mary Ann asks for a motion to elect presented candidates to the board while Chip’s now vacant seat is temporarily open. Margaret makes the motion to elect current roster of candidates to the board. Tanya seconds the motion and it is passed unanimously.

Strategic Plan: Heather started with a “Thank You” for everyone’s hard work regarding the Strategic Plan. Then, she provided an overview of the importance & implementation of the Strategic Plan – which she stated would be accompanied by a detailed operations plan in December for 2013 along with the 2013 budget. Heather then reviewed the Strategic Plan document. For the purpose of these board minutes we are here including the full strategic plan as an enclosure in this section so that the full plan will be “in the record” of the meeting.

After Heather’s presentation there was a lengthy discussion by several board members regarding why we were choosing to focus on healthcare jobs and the ACA vs. other emerging sectors like Energy. After a lengthy discussion with many insightful responses and perspectives from various board members, Heidi asked for a motion to approve the Strategic Plan. Kelli made the motion to

approve the Strategic plan. M.J. seconded the motion and the motion to approve the 2013-2015 Strategic Plan was passed unanimously.

Succession Plan – A Facilitated Session: Tuti Scott and Ellen Landis from imagine Philanthropy introduced themselves to the board and facilitated the Sabbatical/Succession Planning portion of the meeting. The summary of this session will be submitted in the Sabbatical Planning portion of the December board packet.

Adjournment

With no new business introduced and as the annual business meeting had achieved all of its objectives, the Board Meeting was adjourned by Heidi Bartholomew at 8:00p.m.

Minutes were prepared by Jonathan Hairston, Administrative & Operations Coordinator and reviewed by Tanya Hagen, Secretary. Respectfully submitted by Tanya Hagen.

December 2012
Executive Session
Minutes

**The Women and Girls Foundation
Board of Directors Meeting, December 19th, 5:00pm – 7:00pm
Woman and Girls Foundation Conference Room
Executive Session**

The WGF Board met in an executive session immediately following the regular Board of Directors meeting on December 19, 2012. Members in attendance were: MJ Tocci, Clyde Jones, Suzan Lami, Mary Ann Dunham, Deb Acklin, Tanya Hagen, Margaret DiVirgilio, Bracken Burns and Heidi Bartholomew. The purpose of the executive session was to discuss the agreement WGF would make with Heather Arnet during her upcoming sabbatical.

Two draft agreements were distributed to the Board with the materials for the December 19, 2012 Board Meeting. One of the draft agreements was written by WGF legal counsel at Buchanan Ingersoll and Rooney, while the second draft agreement was submitted by Heather Arnet and was written by Heather's attorney at Thorp Reed. Prior to the Board meeting, Heather withdrew for consideration the agreement she submitted.

Copies of the minutes from the WGF Board meeting on January 18, 2012 were handed out to the Board, as requested by Board member Tanya Hagen. Heidi's handwritten notes from that January 18th meeting were also distributed to Board members. Heidi gave an update to the Board on the activities over the last 6 months in coming to the agreement presented. Major discussion points were as follows:

- Claw Back – the Board discussed the claw back provision recommended in the January 18, 2012 meeting. Heidi discussed the legal advice the board was given regarding the difficulty enforcing such types of agreements and the recommendation not to include that in the final agreement with Heather.
- Budget – the Board discussed the budget for the film. The original budget was for \$125,000 which hasn't been fully raised and the revised budget is for \$180,000. The understanding between the Board and Heather is that the funds for the film can only be spent if the funds have been raised.
- Ownership – the Board discussed the need for the Foundation to own all aspects of the film and the issues around any private inurement and how that could affect the Foundation's 501c3 status. Deb Acklin discussed the importance of agreeing on a list of final deliverables from the film.
- Changes from original scope – the Board also discussed the evolution of the project and some of the changes regarding the film since the project was first presented for approval, such Washington and Jefferson College no longer being involved in the project.

The Board would like regular updates on the spending related to the film project and Heidi will work with the staff to present this information on a monthly basis via email.

MJ moved to approve the Buchanan Ingersoll agreement, including a list of deliverables and the budget for the film to be finalized by Heidi. Clyde seconded the motion and the motion was unanimously approved.

The meeting adjourned at 8pm

Respectfully submitted,
Heidi Bartholomew
WGF Board Chair

Board Development

Women and Girls Foundation Board Member Agreement

Mission Statement

The mission of the Women and Girls Foundation (WGF) is to achieve equality for women and girls, now and for generations to come. Our vision is for women and girls in Pennsylvania to have equal access, opportunity, and influence in all aspects of their public and private lives.

Board Purpose Statement

The Board of Directors of WGF will uphold the mission of the agency in words and in deeds and, beyond the fiduciary requirements of today, will ensure that the Foundation endures as a leading agency in Southwest Pennsylvania.

As a Member of the Board of Directors I make the following commitment to the organization and to my fellow Directors that we may achieve our stated purpose:

- ***Commitment to process.*** I will read the Board of Directors Handbook and will address any issues of concern or clarity to the Board President and/or the Executive Director.
- ***Commitment of time.*** I will attend a minimum of 75% of the Board meetings on an annual basis.
- ***Commitment of resources.*** I will make *at minimum* one annual financial contribution to the agency that is meaningful and in an amount and designation of my own choosing.
- ***Commitment of relationship building.*** I will conduct outreach (phone calls, note cards, face to face meetings) to current and prospective donors as asked of the WGF staff.
- ***Commitment of presence.*** I will demonstrate my support of WGF to the community by attending organization functions and programs as my availability allows.
- ***Commitment to work.*** I will participate on at least one committee/task force of the Board and will discharge the duties of that committee according to the bylaws.
- ***Commitment to the future.*** For each three-year term that I hold this office, I will cultivate and refer at least one new Board prospect to the nominating committee.

- ***Commitment to communication.*** I will engage my counterparts on the Board in meaningful and respectful dialogue consistent with the ethical principles of honesty, integrity and responsibility.
- ***Commitment to inclusion.*** The WGF organization values individuals for their unique gifts regardless of race, religion, sex, or orientation. As a Board member, I agree to uphold this most basic yet important tenet.

To assist me in properly and wholeheartedly upholding my responsibility, the WGF organization, through its Executive Director and staff, make similar commitments to me:

- ***Commitment to process.*** WGF staff will send me an agenda two weeks in advance of every Board meeting along with any and all documents that I need to review in advance of the meeting.
- ***Commitment of time.*** WGF staff will provide a Board Orientation session within the three months following my first term.
- ***Commitment of resources.*** WGF staff will place me on the agency’s mailing list so that I may keep abreast of the issues of importance to the agency.
- ***Commitment to presence.*** WGF staff will issue invitations to my attention relative to agency programs, presentations, and trainings that I might attend or to encourage the attendance of others.
- ***Commitment to work.*** Designated WGF staff will provide support to all standing committees of the Board.
- ***Commitment to the future.*** Designated WGF staff will participate as technical assistance and support in strategic and vision planning at the behest of the Board.
- ***Commitment to communication.*** WGF staff will engage Board members in meaningful and respectful dialogue consistent with the ethical principles of honesty, integrity and responsibility and encourage generative thinking in the content of our meetings.

I, the undersigned, look forward to the opportunity to serve WGF and its work to achieve equality for women and girls, now and for generations to come.

Board member

Date

Board Chair

Date

VOLUNTEER ANNUAL ACTION PLAN
SHARE YOUR PASSION FOR THE SMART WORK

To meet our goals, it is important that we have a clear and accurate picture of what each member will do to support our group effort.

*To this end, we have listed below a number of activities through which each member can participate fully to help ensure the funding of our budget. Please indicate which eight activities (or more, if so desired) you are willing to commit to undertake by **February 28, 2013**.*

We can each play a role and together ensure that we can serve the people who are counting on us.

REQUIRED

- Give to the annual fund and reserve fund at a personally meaningful level
- Support the gala

SELECT AN ADDITIONAL SIX (MINIMUM) ACTIVITIES BELOW:

Donor Cultivation/Solicitation

- Identify 10 potential new donors of \$500 or more
- Identify and introduce 5 potential new donors of \$500 or more to the leadership
- Identify and solicit 2 potential new donors of \$500 or more
- Identify, invite and host a group of potential donors to hear about our work
- Write 10 friends an appeal letter/e-mail and ask them for \$100 each
- Take 3 current or prospective donors to another event or outing
- Discuss planned giving with my family and determine beneficiary of estate
- To raise \$1000, donate \$28 per month and get 2 other people to do the same

Special Events/Gift in Kind

- Identify and solicit 1 new table sponsor for annual benefit (\$5,000 sponsorship)
- Sell 10 tickets to annual benefit (tickets are \$100 each)
- Pursue a budget relieving service or product (after reviewing list from staff)
- Speak with donors on site at event or the week following and report back to staff on feedback
- Solicit renewals from 3 current benefit sponsors/table buyers

Additional Opportunities for “Fundraising”

- Write thank you notes monthly to donors as directed by staff
- Post my association with the fund on my formal bio and web site profile(s)
- Create a post in social media that engages people to think/act
- Talk with one person / week about an issue the fund works on
- Share my connection with the fund by stating the values of the fund in my introduction to others versus my title
- Leave follow up thank you voice mails as directed by staff
- Engage with a current donor by hosting them at a lunch as directed by staff
- Review prospect lists shared by staff

Women and Girls Foundation

October 17, 2012

Session Summary

Key concepts and themes:

- **Succession Plan = Organizational Capacity Building = Leadership Development = Leveraging Anniversary and Sabbatical.** These four items are all occurring simultaneously and how we narrate WGF's approach to this integration internally and externally will set the organization apart as a leader.
- **Principles of building a culture of philanthropy include shared values, reciprocity, respect, transparency, trust, commitment, reliability, communication, and empathy.** How WGF models this amongst the Board as a team, the staff as a team, the Board/staff team, and externally with stakeholders will enable organizational strengthening to occur with more ease and speed.
- **Building a culture of philanthropy is an invitation to friends to participate in efforts that extend their values** while simultaneously meeting their needs and fulfilling WGF's opportunities to cultivate social change.
- **Successes of 10 years work;** advocacy effort, men in leadership, girl involvement, relationship building at policy and corporate levels, branding and messaging quality, metrics and measurement of successful work
- **Opportunities for next 10 years;** leverage long standing CEO success and voice, commit to major gifts work and invite partners at 6+ figure gift level, build a reserve/endowment and fundraise strategically around this, talk publicly about legacy, philanthropy and transformation
- **Highlights of sabbatical plan;** Chair serves Interim ED role with ongoing contact with Sr. managers, Sr. managers serve elevated internal and external roles, Board commits to committee and task force leadership, **all step into leadership role** on rolling out new Strategic Plan and create specific goals for the 2013, and all agree to a philosophy of **team and shared respect** – 'how can we help?' and 'what support do you need?'

Small Group Session Summaries:

What is the best and highest use of this time period (next 15 months) for the organization? i.e. what should we be focusing on?

- Fundraising – making the invitation to individuals and corporations to partner and invest in the work (*training session at Q1 2013 board meeting and list review*)
- Identify speakers on various topics to maintain presence on key issues and offer as resource (*staff to provide key talking points to assigned board spokespeople on WGF and the issues*)
- Prepare a statement on the policy role/work of the organization with talking points (Especially as it relates to PA Budget and Health Care Exchange development. Staff to draft for executive committee review.)
- Maintain information sharing around coalition reporting and progress (*staff to prepare quarterly update reports*)

What would you define as an end goal of the sabbatical time? for the Board? for the staff?

- Staff – team function at high level (*as measured by _____*)
- Executive Committee & Senior Staff- develop and clarify CEO role and qualities for success in role to deliver on 2013-2015 strategic plan (*end result being _____*)

- Board – better understanding of organization operation(s) *(with purpose of _____ and done by _____)*
- Board – be organized, dedicated, active *(as measured by _____)*
- Board – have a 10th anniversary branding and fundraising plan in place and underway *(Task Force of Board staff & community members established by _____ with goal of plan production by _____)*
- Board - leverage January – June time period to storytell and fundraise *(with outcome of _____ meetings with current and new funders)*
- Board - commit to practice storytelling of connection to organization and shared values *(as measured by _____)*

If we had unlimited resources, what would we do to make this period successful for the organization? Each of these ideas is a great visioning opportunity for conversations around campaign giving and building the case for ‘what if we could....’. Flushing out and discussing the feasibility, benefits, and integration into strategic plan of these efforts would be great generative topics at future Board meetings over the next three years.

- Expand staff to offer a statewide presence with marketing Girl Gov opportunity reaching every middle school in the state, expanding Girl Gov to county level, local commissions, corporate boards, and offer deeper follow up with girls who attended program with more resources for their leadership growth
- Build an investment portfolio with smart social investments
- Explore PAC opportunity or c (4) structure for investing in political candidates/issues
- Have a \$50 million endowment with grantmaking capacity to invest in entrepreneurs/women owned businesses
- Create or fund ‘women’s watchdog organization’ to hold all sectors accountable with a gender lens
- Catapult negotiation training for women through funding of key lead agencies in the field

What would be an activity the Board could undertake to make the sabbatical a time of thriving and abundance for the organization?

- Perform cultivation tasks *(All Board to review names at Board meetings and write notes/calls as requested by Jui)*
- Onboard new Board members with Board leadership, engagement and ‘mentors’ *(Governance Committee to define and outline by _____)*
- Commit to maintaining the ‘voice’/ presence of WGF on relevant issues/spaces throughout 2013 *(Jui will review any and all media requests with Chair and Vice-Chair for their action and distribute talking points as requested or needed; Jui will review speaking engagement opportunities with MJ Tocci and Heidi Bartholomew and discuss appropriate leader for event)*
- Integrate learning opportunities with Board meetings and social activity *(Chair to review the opportunity for meeting to have role playing for fundraising at a dinner/board meeting)*
- Consider a written Board agreement on expectations *(Samples submitted to CEO/Chair by Imagine Philanthropy, Exec Comm to review)*
- Utilize generative questions at Board meetings *(see question 3 above)*