

24th Regular Meeting of the Board of Trustees
Code of Support Foundation

Minutes

1. Attendance and Call to Order

The Board of Trustees (each a “Trustee”, collectively the “Board”) of the Code of Support Foundation (“COSF”) met virtually on Thursday, May 20th, 2021 (the “Meeting”) via Zoom. The Meeting was called to order at 8:36 AM EST by the Meeting chairman HON Robert Speer.

- a. The following Trustees were present and participated virtually:
 - HON Robert Speer – Chairman
 - MG Alan Salisbury, USA (R) – Chairman Emeritus
 - Sheri Thompson – Vice Chair
 - Brian Detter – Secretary (joined while meeting was in progress)
 - Glenn Archer – Treasurer
 - Carrie Brady
 - Elizabeth El-Nattar (left the meeting while in progress, rejoined the meeting while in progress)
 - Omeed Jafari
 - Jack Johnson
 - Shawn Olds
 - Gorkem Sevinc (left the meeting while in progress, rejoined the meeting while in progress)
 - Kevin Sheehan
 - Rebecca Stewart
- b. The following Trustees were absent:
 - Robert Mangone
- c. Staff Attendance

The following COSF staff were present virtually: Kristina Kaufmann, Chief Executive Officer; Court Ogilvie, Chief Operations Officer; David Hale, Chief Advancement Officer; and Carly VanTassel, Communications & Engagement Coordinator, who recorded the minutes.

2. Approval of Minutes

At 8:41 AM EST, upon a motion duly made and seconded, the Trustees present unanimously:

VOTED to approve the minutes of the 23rd Annual Meeting of the Board.

3. Opening Remarks

Chairman Speer opened with his reflections on past and future events for 2021. He spoke of the Spring Sip & Support event, thanking the board members who attended and pledged.

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Ms. Kaufmann began reflecting on the Spring Sip & Support event, noting the importance of Sarah Cavanaugh's presence. She looked to the future, speaking of Archer's 100 Mile Challenge, the next Leadership Circle event and Toast To Our Troops. Ms. Kaufmann also noted the importance of funding approved from the Wounded Warrior Project and the Elizabeth Dole Foundation as COSF faces a "cash crunch". Mr. Olds suggested COSF harness more stories like Ms. Cavanaugh's to use for social media content.

4. Committee Updates

Mr. Jafari provided the Governance Committee update, discussing Directors and Officers Insurance Policy as well as a Board of Trustees matrix, which will identify gaps in representation on the board.

At 9:14 AM EST, upon a motion duly made and seconded, the Trustees present unanimously:

VOTED to approve the addition of Deidre Windsor as a member of the Board of Trustees, effective immediately.

The board members continued to discuss the importance of diversity and representation on the Board of Trustees. Mr. Sheehan inquired if funders ever ask about the make-up of the board and Ms. Kaufmann confirmed.

Mr. Archer provided the Finance Committee update, noted that the committee meets every 3 months to discuss the cash flow. He noted that the current snapshot is not where we would like to be.

Mr. Olds provided the Audit Committee update, opening a discussion about hiring a company to perform the audit. Mr. Olds suggested a 3 year contract with an option for an additional 2 years as long as the pricing remains competitive. Mr. Johnson suggested a 1 year extension with an additional 1 year extension.

There was no Marketing Committee update at this time.

Mr. Johnson provided the Fundraising Committee update, noting the importance of getting back in front of major donors. Chairman Speer noted that donors may think the military/veteran space does not need more assistance as the war in Afghanistan draws down.

Chairman Speer transitioned to the 7th Annual Toast To Our Troops event. Mrs. El-Nattar volunteered to serve as Chair of the Steering Committee, and Mr. Sheehan and Mrs. Thompson volunteered to serve on the committee.

At 9:53 AM EST, upon a motion duly made and seconded, the Trustees present unanimously:

VOTED to recess the Meeting at 9:53 AM EST.

At 10:15 AM EST, Chairman Speer called the meeting back to order.

5. COSF Staff Introductions

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Upon the meeting being called back to order, the rest of the COSF staff joined the meeting. The following COSF staff joined the meeting virtually: Tonya Wilson-Brown, Allyson Bowers, Silvia Lopez, Katherine Lawson, Mignon Matthews, Marjorie Pennington, Christopher Pierce, Roslyn Shoemaker. Chairman Speer thanked the staff for continuing to work hard through the ongoing challenges. The additional COSF staff left the meeting at 10:28 AM EST.

6. Program Updates

Mr. Ogilvie provided a mission moment for the board. Mr. Ogilvie then provided the Case Coordination program update, touting 103 clients helped this year and the importance of the Bob Woodruff Foundation grant. Mr. Ogilvie then provided a PATRIOTlink program update, noting 18,000 users and 7,000 programs. Chairman Speer questioned the origins of these numbers and Mr. Ogilvie explained that the numbers are fluid and the database was cleansed for data hygiene purposes. Mr. Ogilvie also shared updates on the new features and initiatives: Chatbot, walk-through function and App development.

Mr. Hale provided an Education & Engagement update, sharing the 10th Anniversary logo, an update on the podcast as well as other programs currently in motion: Caregiver Connect monthly respites, 10 Year Anniversary video and Internship program.

Ms. Deidre Windsor, newly elected Trustee, joined the meeting at 10:58 AM EST.

Mr. Hale concluded the Education & Engagement update with Archer's 100 Mile Challenge. MG Salisbury, Chairman Speer, Ms. Windsor, Mr. Johnson and Mr. Archer committed to take the challenge.

7. Finance Update

Mr. Ogilvie provided an update on the current cash on hand and 2021 YTD Actuals vs. Budget. Mr. Hale explained that some of the projections are lower than expected due to committed funds that have not yet been received.

8. Advancement Update

Mr. Hale provided a fundraising update, celebrating the success of the Spring Sip & Support and noting that the Spring direct mail campaign is in mailboxes now due to unexpected delays. Mrs. Thompson questioned if Spring Sip & Support was a successful fundraiser, and Mr. Hale explained that the Leadership Circle events are intended primarily for stewardship.

Mr. Hale provided an update regarding the 2021 Toast To Our Troops event, noting the likelihood of it being a hybrid event and the costs associated with that.

9. Executive Session

The meeting entered Executive Session at 11:41 AM EST.

At 12:00 PM EST, upon a motion duly made and seconded, the Trustees present unanimously:

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VOTED to adjourn the Meeting.

A True Copy:

Brian R. Detter
Secretary

Date: