

26th 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 both virtually, via Zoom, and in-person, at Valo Park office building, 7950 Jones Branch Dr., Suite 600, McLean, VA, on Thursday, December 16th, 2021 (the “Meeting”). The Meeting was called to order at 9:14 AM EST by the Meeting Chairman HON Robert Speer. Mr. Speer provided the proof of meeting notice and established a quorum was present for the meeting.

a. The following Trustees were present and participated virtually:

- HON Robert Speer – Chairman
- MG Alan Salisbury, USA (R) – Chairman Emeritus
- Sheri Thompson – Vice Chair (left meeting early for travel)
- Brian Detter – Secretary
- Glenn Archer – Treasurer
- Carrie Brady (joined meeting late while in progress)
- Omeed Jafari
- Elizabeth El-Nattar
- Robert Mangone
- Shawn Olds
- Gorkem Sevinc
- Kevin Sheehan
- Rebecca Stewart
- Diedre Windsor
- Melissa Glynn

b. The following Trustee was absent:

- Jack Johnson

c. Staff Attendance

The following COSF staff were present in person: Kristina Kaufmann, Chief Executive Officer; Court Ogilvie, Chief Operations Officer. David Hale, Chief Advancement Officer, attended virtually. Katherine Lawson, Data Specialist, attended virtually and recorded the minutes.

2. Approval of Minutes

At 9:16 AM EST, upon a motion duly made and seconded, the Trustees present unanimously:

**VOTED** to approve the minutes of the 25th Annual Meeting of the Board with administrative corrections.

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### 3. Opening Remarks

Chairman Speer opened with thanks and reflections on the year in review, noting it has been a challenging year for not only the Code of Support (COSF), but for the country. Informed all those present that Mr. Jack Johnson had stepped down from his position on the board due to life changes. Chairman Speer remarked that the Toast to Our Troops event (TTOT) was remarkable; being hosted in-person and virtually and having the highest net of the event yet. Chairman Speer encouraged the continued push towards the year end goal; for members of the board to reach out to contacts if they have capacity for giving. Acknowledged the proposed goal for 2022 as well as the possible stretch goal. Chairman Speer refocused on what makes COSF unique with the PATRIOTlink product and voiced the need for more education and engagement opportunities in the coming year; shared an emotional story on meeting the veterans and families that we serve.

Ms. Kaufmann followed with thanks to everyone in attendance and remarked on her appreciation to all board members and staff that, while one-third of non-profit organizations of similar-size were folding, COSF continued growth. Further remarked on the improvements to infrastructure and investment in data that has been a large part in the growth. Ms. Kaufmann emphasized the staff size limits COSF's capabilities and tough choices are being made day-to-day. Refocused that while PATRIOTlink is a large differentiator, Case Coordination is what funding comes in for, but efforts are ongoing to broaden the prospects for potential platform partners. Ms. Kaufmann shared that Case Coordination has been successful in diversifying grantors and funders and are no longer solely dependent on one large partner. Cautioned that while talks are on going with Government partners, there is no intention to become reliant on such funding. Ms. Kaufmann emphasized the importance of interns and volunteers which provide support for staff.

### 4. Committee Updates

Mr. Archer provided the Finance Committee update, thanked staff and the Fundraising Committee for their efforts in compiling the 2022 budget plan. Noted that not all goals are outlined in the budget plan, but overfunding priorities are being assessed and will change on the needs of the organization.

At 10:49 AM EST, upon a motion duly made and seconded, the Trustees present unanimously:

**VOTED** to approve the budget plan for 2022.

Chairman Speer discussed committee roster and charter changes:

At 10:50 AM EST, upon a motion duly made and seconded, the Trustees present unanimously:

**VOTED** to approve Ms. Glynn being added to the Governance Committee roster.

At 10:51 AM EST, upon a motion duly made and seconded, the Trustees present unanimously:

**VOTED** to approve Ms. Stewart being added to the Finance Committee roster.

At 10:53 AM EST, upon a motion duly made and seconded, the Trustees present unanimously:

**VOTED** to approve Ms. Glynn being added to the Fundraising Committee roster and replacing Mr. Jafari as the committee chair.

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At 10:53 AM EST, upon a motion duly made and seconded, the Trustees present unanimously: **VOTED** to approve Ms. Windsor to be added to the Fundraising Committee roster.

At 10:59 AM EST, upon a motion duly made and seconded, the Trustees present unanimously: **VOTED** to approve changes to the Executive Committee charter; Executive Committee to be modified to the Chair, Vice Chair, Secretary, Treasurer, and applicable committee chair(s). Committee Chair will not be a voting member but provided with same meeting materials for discussion.

At 10:59 AM EST, upon a motion duly made and seconded, the Trustees present unanimously: **VOTED** to approve Ms. Windsor to replace Mr. Detter as Secretary of the Board of Trustees.

At 11:00 AM EST, upon a motion duly made and seconded, Chairman Speer recessed the meeting.

At 11:10 AM EST, upon a motion duly made and seconded, Chairman Speer called the meeting back to order.

Mr. Jafari provided the Fundraising Committee update. Foundations and Corporations will be the priority going forward, Foundation giving performed the highest in 2021. The Major Donor Program will be a higher priority than the Annual Fund Program, but both are planning for increased goals.

Mr. Jafari then provided the Governance Committee update and briefly discussed items sent out for implementation. Items included recommendations and approach for a “rainmaker group,” group identifier pending, implementation of term limits, and hand-off of donor relations from members of the board to staff. Discussions are ongoing.

Mr. Mangone provided the Marketing Committee update, emphasized brand awareness is main issue. Noted that there is not a dedicated budget line for marketing. Suggested pushing for more in-kind marketing with partners and funders while leveraging our in-house spokespeople. Encouraged the promotion of PATRIOTlink as it works with Case Coordination services.

Mr. Sevinc provided the Technology Committee update, emphasized the need to push forward in development of PATRIOTlink and not let the platform stagnate. Expressed concern over the lack of budget going towards PATRIOTlink and shared feedback from potential funders that did not choose to fund the platform at this time. Requested further committee dialogue on developing the roadmap and strategy for the platform.

No Audit Committee updated provided.

## 6. Program Updates

Mr. Ogilvie provided a mission moment for the board. Mr. Ogilvie then provided the Case Coordination program update, noted that COSF expects higher case volume to increase during the holiday period. Restated that we are not a short-term fix but provide lasting resources and assistance to clients, especially through Financial Coaching and budgeting assistance. Additionally noted that the budget plan does not include pass-through funding used for these purposes, and use of pass-through funding will be prioritized before using other funds. Mr. Ogilvie emphasized the continued investment in staff well-

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being, briefly reviewing mental health counseling option for Case Coordination, and other staff if necessary.

Introduced the new PATRIOTlink development contractor, IT Crowd Argentina, which replaces the former contractor, Bytelion. Acknowledged that the budget was lower for the platform as less was spent than projected in 2021. Mr. Ogilvie shared hopes of moving more towards a crowdsourcing model for verifying Program information, rather than dedicating staff hours and to further leverage volunteer hours. Reiterated that all resources are vetted before they are listed on the platform and any verifications would be for information changes not relayed by the Program itself.

#### 7. Finance Update

Mr. Ogilvie then provided a brief finance update, stating cash on hand, the status of PPP loan forgiveness, debt on hand, and remarks about the budget plan. Reiterated that the budget plan is meant to be flexible as needs or issues arise during the year.

#### 8. Advancement Update

Mr. Hale provided a brief Advancement update, shared partnership plans with Google to continue to increase ad spend and grow web conversions. Reiterated focus of Major Donors program, but still planning for increases in Annual Fund Donors.

No HR/IT/Admin updates were provided.

#### 9. Executive Session

The meeting did not enter Executive Session.

At 1:01 PM EST, Chairman Speer adjourned the meeting.

A True Copy:

*Diedre L. Windsor*

Date: 01/16/22

Diedre L. Windsor  
Secretary