

27th 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 7940 Jones Branch Dr, Tysons, VA 22102, USA McLean, VA, on Tuesday, March 15, 2022 (the “Meeting”). The Meeting was called to order at 9:10 AM EDT by the Meeting Chairman, HON Robert Speer. Chairman Speer provided the proof of meeting notice and established a quorum was present for the meeting.

- The following Trustees were present and participated virtually:
 - HON Robert Speer – Chairman
 - MG Alan Salisbury, USA (R) – Chairman Emeritus
 - Sheri Thompson – Vice Chair
 - Diedre Windsor – Secretary
 - Glenn Archer – Treasurer
 - Omeed Jafari
 - Robert Mangone
 - Shawn Olds
 - Rebecca Stewart
 - Brian Detter
 - Melissa Glynn
- The following Trustees were absent:
 - Kevin Sheehan
 - Gorkem Sevinc
 - Carrie Brady
 - Elizabeth El-Nattar
- 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, and Katherine Lawson, Data Specialist, attended virtually and the latter recorded the minutes.

2. Approval of Minutes

At 9:13 AM EST, upon a motion duly made by Glenn Archer and seconded by Robert Mangone, the Trustees present unanimously:

VOTED to approve the minutes of the December 2021 Annual Meeting of the Board.

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3. Opening Remarks

Chairman Speer opened with remarks to the improvement of the financial stability of the organization, commenting on how this was achieved through restructure and streamlining of the monthly expenses. Chairman Speer went on to comment about public awareness towards the struggles of veterans and their families and the challenges this poses for the organization. Reminded members of the Board Portal available on the web where resources and information are posted for use, and thanked committee chairs and members for their hard work. Stated there would be an update for members on the stolen valor incident later.

Ms. Kaufmann followed with comments on the Q1 cashflow and how the restructure has helped to improve stability. Noted that partners in the space have also seen the trend of funding being spread out amongst a larger group. Ms. Kaufmann discussed brief updates on partner relations that included DoD, VBA and DOL. Chairman Speer added that some of these partnerships would require DoD sanctioning and is a path being acted upon. Ms. Kaufmann continued with a reminder that staff are focused on continuing the mission and ensuring help to those in need.

New hire Christopher Burnette briefly joined the meeting to introduce himself to the Board, but did not stay for the meeting.

4. Committee Updates

Chairman Speer provided the Executive Committee update. One meeting was held to discuss the request to endorse legislation for having Gold Star Families recognized as a national holiday. Ms. Kaufmann was given approval to endorse this legislation.

Mr. Archer provided the Finance Committee update. The committee meets on a monthly basis but did not meet to review the close of January. Invited everyone to ask questions if needed.

Ms. Glynn provided the Fundraising Committee update. The goal of the committee is to seek out diverse sources of income that will also assist in covering overhead costs. Stated there are many opportunities to do so, one such being investments in funding to stop soldier suicide. Ms. Glynn provided an update on Toast to Our Troops, giving two possible dates 29 September or 19 October for the virtual portion. Discussed challenges with the previous hybrid event and briefly discussed the possible moving forward.

Mr. Jafari then provided the Governance Committee update. The committee met the week prior to discuss items left from Q4 2021. Mr. Jafari discussed the potential need and process for vetting honorees at Toast to Our Troops. Mr. Detter is drafting a policy option in addition to aligning the charter to the bylaws. There is still not a consensus view on the discussion of term limits.

Mr. Mangone provided the Marketing Committee update. Chairman Speer noted, a smaller Trustee team (Jafari, Salisbury and Speer) was working a “rainmaker” group and is working with to find a champion. Mr. Mangone acknowledged ongoing efforts by the staff to be consistent with social media branding and keeping the messaging fresh. Noted that planned meetings with Mr. Hale and Ms. Kaufmann will be highly valuable for marketing purposes. Explained that with the current state of global chaos the organization needed to ensure its messaging was responsive, not reactive. Mr. Mangone went on to discuss the partnership with Major League Baseball Charities, stating that since the lockout is

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over, they have shifted focus back to funding. Ms. Kaufmann added, they specifically asked for language to publicize PATRIOTlink. Chairman Speer added we have been designated the Fredericksburg Nationals (FredNats) charity of choice and briefly discussed the perks of that partnership.

Ms. Kaufmann stated she would give the Technology Committee update later in the meeting.

No Audit Committee updated provided.

At 09:53 AM EST, the Chair recessed the meeting

At 10:02 AM EST, Chairman Speer called the meeting back to order.

6. Program Updates

Mr. Ogilvie provided a mission moment for the board. Mr. Ogilvie then provided the Case Coordination program update, noting the organization is prioritizing the mental health of the team and shared that a LCSW has been retained to meet with the group each week and individually as needed. Reassured leadership was not a part of those meetings as some conversations may be inappropriate to be present for.

Ms. Glynn interjected with a deeper overview of the changes happening with the VA Caregiver Program that is affecting majority of Case Managers. Mr. Ogilvie fielded questions and discussion on what services we can provide to the Case Managers and what the repercussions of the VA program changes have been.

Mr. Ogilvie stated the PATRIOTlink team is still moving forward, with reduced staff, and re-verifications and tech development are ongoing efforts.

7. Finance Update

Mr. Ogilvie provided a brief finance update, stating cash on hand, noting a dip in revenue was expected after year-end as changes from funders in the space happen. Chairman Speer reminded the members this is an inflection point for the organization and where members can come forward to assist with fundraising efforts.

Mr. Ogilvie provided further information on the stolen valor incident; sharing the amount the organization lost out on after a fraudulent client had gone through the program. Chairman Speer stated, the vetting procedures need reviewed and followed; however, the procedures cannot be so stringent that we lose people through the cracks/do not take care of valid cases – cannot be more cumbersome than the risk we are mitigating. However, policy and procedures for vetting an award winner must be but in place and be more stringent and detailed than routines support services.

Reiterated that policies are being discussed to put into place and re-vetting is planned, even if the client is referred from another service organization.

8. Advancement Update

Mr. Hale provided a brief Advancement update, reviewing the closing numbers for 2021. Facilitated a brief discussion on the viability of accepting cryptocurrency donations and informed members that staff

were continuing research on the option. Mr. Hale reviewed ongoing fundraising activities and the planned items for 2022. Further activities were discussed to be worked into the fundraising calendar.

Mr. Ogilvie provided an HR/IT/Admin update and presented the realignment plan.

9. Executive Session

The meeting entered Executive Session at 12:00 PM.

At 1:00 PM EDT, Chairman Speer adjourned the meeting.

A True Copy:

Diedre L Windsor

Date: June 5, 2022

Diedre L. Windsor
Secretary