

ANNUAL MEETING OF THE MEMBERS
COUNCIL ON FOUNDATIONS
December 3, 2020
Washington, D.C.

Kathleen Enright, President and CEO of the Council on Foundations, started by introducing Jamie Merisotis, Board Chair and President of the Lumina Foundation who called the Annual Member Meeting to order. Kathleen provided a brief State of the Council report.

Merisotis began by stating that, prior to the meeting, the membership received an e-mail communication about the slate of Board members and the minutes from the 2019 meeting. He cited that Council staff and Kathleen McLaughlin, Board Secretary, verified that a quorum was present for the meeting. From there the Executive Committee moved to approve the 2019 meeting minutes.

Merisotis then introduced Tonya Allen, President and CEO of the Skillman Foundation, Vice Chair of the Council and Chair of the Board's Governance Committee. Allen went on to provide the Governance Committee report and explained that one of the primary functions of the Governance Committee is to regenerate the Board by adding new members. She continued by stating that a slate of nominees for the Board is proposed for membership every year and all procedural requirements based on the bylaws were met for this year.

Allen expressed her excitement that the Board was presenting a slate of four individuals to serve on the Council's Board, beginning a three-year term on January 1, 2021. The slate included:

1. Martha Jimenez, Executive Vice President and Counsel at The California Endowment
2. Brandee McHale, Head of Citi Community Investing and Development and President of the Citi Foundation
3. Jennifer Ford Reedy, President of the Bush Foundation
4. Mai-Anh Tran, Chief Financial Officer of the Ford Foundation

Allen also added that two candidates are being renominated for a second three-year term, which involved:

1. Kathleen McLaughlin, President and CEO of the Walmart Foundation and current Board Secretary
2. Ridgway White, President of the Charles Stewart Mott Foundation

Allen turned it over to Merisotis to ask for a vote on the proposed slate. After receiving a motion and a second, the slate of board nominees was unanimously approved and elected in accordance with the recommendations of the Governance Committee. Merisotis welcomed Martha Jimenez, Brandee McHale, Jennifer Ford Reedy, and Mai-Anh Tran to the board.

Merisotis then recognized the departure of Ken Jones, Vice President and CFO of MacArthur Foundation whose Board term was coming to a close on December 31, 2020. From there Merisotis introduced Jones for him to provide his final Treasurer's report. Jones reported that Juan Martinez from the Knight Foundation will be replacing him in the role of Board Treasurer.



Stabilizing the Council financially and helping to ensure its financial future has been a priority for the last few years. Despite the pandemic and all of the financial challenges it brought, the Council remains on solid footing.

Membership dues remain a strong source of revenue and new members are joining weekly. Fundraising went well in 2020 with several multi-year renewed grants from long-time funders which gives the Council some additional security for 2021.

This year the Council clarified and capitalized a board designated reserved fund at just under \$4 million toward a goal of 6 months of our operating budget, which is approximately \$6 million. This will ensure that the Council has the funds available to weather unforeseen circumstances. In 2020, the Council successfully applied for and received a Payroll Protection Program loan and anticipate that the loan will be forgiven.

The audit committee confirmed that the Council had a clean audit for 2019, which is available on our website along with our most recent 990.

The Council is on target to end the year with a significant surplus due primarily to underspending so we will likely use a portion of those funds to balance out some risk in 2021 or possibly to add a more to our board designated reserves. The 2021 budget will be finalized shortly, and we are taking a conservative approach to spending while ensuring that the Council is providing quality programming.

Directly following, Jones called on Merisotis for a report on the Council's membership.

As of December 2, Council membership totaled 746 organizations, which includes an increase in voting members that resulted from changes to the dues model.

The Council rolled out a new dues model in 2019 and remains confident in its long-term success. More than 200 members have joined the Council since the launch of the new model in September 2019, 110 of which are former members who rejoined as a sign of revived commitment to the Council community.

In 2020, the Council welcomed a total of 163 new members and will continue to drive an innovative and vigorous recruitment, retention, and renewal plan to maintain a strong and vibrant membership that is representative of the sector.



For the Council, 2020 was characterized by strength and adaptability. Like so many this year, we endured loss and experienced hardship but through it all, the team was able to maintain unity and continue to deliver important services and support to our members. Highlights included:

- At the very outset of COVID, the Council issued a nation-wide pledge which now has nearly 800 foundation signers, committing to trust-based grantmaking practices.
- The Council released two new chapters of our Legal Compendium and six major publications, the majority of which were done in partnership
- 3,000 individuals attended virtual and in person programming and the Council's highly specialized legal team responded to nearly 2,000 legal questions from members
- With a reconstituted policy committee's guidance, the Council represented the field on a host of issues, which included fighting to ensure nonprofit organizations were eligible for the relief provided in the CARES Act and working with lawmakers so they better understand the unique role of philanthropy in responding to the pandemic and other.

The Council is ready to help the sector answer the legitimate concerns of critics as a means to increase trust and enhance impact. With being a trusted partner as our north star, our work will focus on:

- Helping philanthropy be better together by creating the conditions for us to learn from each other and build deep meaningful partnerships within and outside of the sector.
- Advancing equity in our operations and grantmaking to guarantee fair treatment, access, and opportunity for all while eliminating barriers for groups that have historically been marginalized.
- Ensuring philanthropy is operating with high integrity by aligning actions with values.
- Establishing philanthropy as a cornerstone of civil society with more people committed to the essential role of philanthropy in our democratic system and a broader range of those engaged in philanthropy recognized as both participants and decisionmakers.

After a brief introduction, Merisotis welcomed Enright to provide a State of The Council.

Enright closed by extending her appreciation to the Executive Committee for all of their hard work during their tenure. She also announced Tonya Allen would be the new Chair of the Council's Board.

Finally, in the tradition that is part of the annual membership meeting, Merisotis explained that the leadership of the Council would make themselves available for questions and comments. He opened the floor to take any questions or hear comments from the members and then adjourned the meeting at 1:30pm for members, board and Council staff.