

ANNUAL MEETING OF THE MEMBERS  
COUNCIL ON FOUNDATIONS  
December 3, 2019  
Washington, D.C.

Jamie Merisotis, President and CEO of the Lumina Foundation and Chair of the Council on Foundations Board of Directors, welcomed everyone and called the meeting to order at 4:45pm. He announced after the “fireside-chat style meeting” there would be a brief closing reception open to members, the board and Council staff.

For the business portion of the meeting, Merisotis introduced:

Kathleen Enright, President and CEO of the Council  
Tonya Allen, current Vice Chair & Chair of the Governance Committee  
Ken Jones, Board Treasurer

Merisotis explained that the membership had received email communication about the slate of board members for election, in addition to the minutes from the 2018 Annual Membership meeting. He then announced that Council staff, in consultation with Kathleen McLaughlin, board secretary, verified that a quorum was present for this meeting. As of the record date, the current membership eligible to vote was 667, with the quorum requirement of ten percent or 67. He also said there were at least 67 members present, in person or by proxy, and thanked everyone for their cooperation in helping to reach a quorum.

Merisotis also took a moment to recognize three outgoing board members who provided a great service to the Council over the past few years: Dinah Dittman, Stephanie Bell-Rose and Javier Soto. He thanked them for their commitment to and support of the Council saying, “We will miss you, but look forward to having you stay close to the Council community.”

Merisotis then introduced Kathleen Enright to provide a brief state of the Council report. Enright shared a major theme for the year had been listening and that the Council is only as strong as its members. She then went into depth on the contributing factors identified as making the Council strong:

- Our members - After conversations with and feedback from more than 500 members and partners, action was taken to reimagine the membership dues model. The results have been promising and the Council is already welcoming back many previous members.
- Our relationships - In this transitional year, much time was spent repairing frayed relationships as well as leaning into those that have always been important. The Council is excited to work with PSO colleagues in a deeper way as a member of the United Philanthropy Forum in addition to partnering with them on Foundations on the Hill and many other national policy priorities.
- Our financial health - The Council has dedicated a good bit of time to making sure to spend appropriately and being clear about how expenses are moving the mission in the best interest of our members. The Council has also upgraded its internal financial infrastructure so that we will have much more clarity about programmatic expenses.
- Our vision for the future - the Council will remain a leading policy and advocacy voice for philanthropy in the federal government and executive branch agencies. Furthermore, the Council has also heard loud and clear that our Legal Resources are a unique and valued asset



that should be enhanced in the years ahead. With that said, the Council has begun to clarify the vision, mission and work to be done to serve the field.

Directly following, Merisotis introduced Ken Jones, board treasurer, for a report on the Council's finances.

Jones reported that our 2018 990 form is available and posted on our website and the audit will be finalized in the next two weeks. One important item he noted is that, if you look at our 2018 990 or audited financials, they will paint a slightly confusing picture. In 2018 we received an unusual and highly restricted gift in the form of partial ownership in a business, the majority of which will ultimately be distributed out to the field. The resources aren't accessible until the business sells, which may not be for years. Even after it liquidates, this gift won't have a major impact on the Council's operating income given that we will be distributing most of the resources out to great strides in 2019 toward long term financial stability and will end the year with an operating surplus due to some mid-year belt tightening and strong response to the new membership model.

Merisotis then gave the following membership report:

At the time of the meeting, Council membership totaled 741 member organizations and counting. The goal of the team was to secure 730 members, by year end. Current membership numbers represent a 5.3% increase from membership numbers reported in 2018. In 2019, the Council welcomed a total of 111 new members. The Council 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.

Merisotis introduced Tonya Allen to provide the Governance Committee report and explain that one of the primary functions of the Governance Committee is to propose a slate of board nominees to the membership. To that end, Allen stated she was pleased to report that all procedural requirements had been met. Specifically, the nominees recommended by the Governance Committee were reported to members in a timely way as required by our bylaws; and no additional recommendations were received by 30 days prior to the meeting. At the time of the meeting, the Governance Committee presented a slate of three individuals to serve on the Council's board beginning terms on January 1, 2020. The slate included:

1. Brennan Gould, President & CEO, Charlottesville Areas Community Foundation is both an alumnus of the COF Career Pathways program and a recipient of our Scrivner Award for Creative Grantmaking.
2. Mae Hong, Vice President, Rockefeller Philanthropy Advisors has been a volunteer and professional leader in our field for many years, including having been involved in DEI D5, as well as having served as the board chair of GEO.
3. Peter Laugharn, President & CEO, Conrad N. Hilton Foundation has served in nonprofit and philanthropic roles both domestically and internationally and has long been active and engaged in the Council.

Allen then turned the meeting over to Merisotis 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 Brennan Gould, Mae Hong and Peter Laugharn to the 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.

Merisotis opened the floor to take any questions or hear comments from the members and then adjourned the meeting at 5:15pm for members, board and Council staff to network and mingle during the closing reception.