

## RESULTS AND RESULTS EDUCATIONAL FUND BOARD OF DIRECTORS

Meeting Minutes – June 24, 2016

Board Members attending: Scott Leckman, Chair; Joanne Carter, Executive Director; Pankaj Agarwal; Cindy Changyit-Levin; Sam Daley-Harris, Founder; Vanessa Garcia; Kul Gautam; Roger Hudson; Ernest Loevinsohn; Lydia Pendley; Jan Twombly, Treasurer; Beth Wilson, Secretary.

Staff attending: Mark Butler, Director, Finance & Administration; Caitlin Van Orden, Director, Individual Giving

### Agenda Item 1: Welcome

At 9:00 a.m. ET, Chair Scott Leckman called the meeting of the Boards of RESULTS and RESULTS Educational Fund and welcomed all in attendance.

### Agenda Item 2: Approval of Minutes

The minutes of the February 13 & 14, 2016 meeting of the RESULTS and RESULTS Educational Fund Board of Directors were approved as submitted with the **following corrections**:

1. Agenda Item 5: Board Guidance on Strategic Plan: **Kul Gautam** made the motion that the Board of RESULTS and the Board of RESULTS Education Fund express our view that Version 6 (draft) of the Strategic Plan is going in the right direction.
2. Agenda Item 13: Election of Officers and Directors to the RESULTS and RESULTS Educational Fund Boards: **Scott Leckman was also elected to another three-year term of office on the Board of Directors.**

The minutes of the May 5, 2016 Executive Committees of RESULTS and RESULTS Educational Fund Board meeting were approved as submitted.

### Agenda Item 3: Strategic Plan and Development

Jan Twombly suggested that we work through a prioritization of the elements of the strategic plan based upon resources available. Scott, Joanne Carter and Mark Butler thanked Jan for the work she has done already on this issue.

Mark guided us through the Strategic Sequencing Model for prioritization of the strategic plan.

Discussion of the draft strategic plan, its complexity and its relationship to the Sustainable Development Goals ensued.

Pankaj Agarwal moved that the Board of RESULTS and RESULTS Educational Fund ask the Board Marketing Committee to incorporate the Sustainable Development Goals language into our outward facing marketing plan. Cindy seconded the motion. The motion was passed by both Boards.

Kul raised the question of what the role of the Board of Directors is relative to the strategic plan and organizational governance. Following discussion, the Board reached consensus to instruct the staff work to achieve the following as it completes the strategic plan:

1. The plan should invest in ourselves (net assets, internal infrastructure (indirect) and fundraising).
2. Chose high impact, lowest cost goals. *[Jan recommends the term “highest return on investment” here instead of the words from my notes.]*
3. Reduce the 5 Focus Areas, 21 Goals and 75 Objectives to a realistic and achievable list.
4. Leverage the “portfolio” effect of our efforts.
5. Change the years to be governed by the strategic plan to 2017 – 2019.

Joanne noted that Mark Butler, John Odenwelder and Jesse Marsden will play important roles in the completion and implementation of the strategic plan.

#### Agenda Item 4: Board Development

Following discussion of potential RESULTS and RESULTS Educational Fund Board members, the Board authorized Joanne Carter to invite Rajiv Shah and Mark Dybold to become Board members of both Boards.

We all agreed that we will be individually identifying potential Board members, with the critical criteria being that they can raise fund and share that information with the Board Development Committee.

We discussed our desire to create a RESULTS and RESULTS Educational Fund Advisory Board and that we need to create a charter for one as a first step. The Board asked the Board Development Committee to draft a charter for the Advisory Committee and present it to the next Board meeting. Suggestions we made as to the role that the Advisory Committee might assume and the kinds of members who might be appropriate to recruit.

#### Agenda Item 5: Bylaws and Conflict of Interest Policy

The Bylaws Committee presented the proposed change to the RESULTS Bylaws. RESULTS is now required to establish an Audit Committee which will be authorized to hire an auditor, and receive the audit report. Wording has been added to Article V, Section 17 to accomplish that requirement. The RESULTS Board Bylaws Committee moved and seconded adoption of the proposed change. The motion was passed by the RESULTS Board.

The Bylaws Committee presented the proposed changes to the RESULTS Educational Fund Bylaws and moved and seconded their adoption. Sam Daley-Harris moved an amendment to the motion that Article V, Section 2 to require that the Board have “no less than nine” members. Vanessa seconded the motion to amend. The motion was passed by the RESULTS Educational Fund Board. The original motion to adopted the changes to the RESULTS Educational Fund bylaws, as amended, was passed by the RESULTS Educational Fund Board.

The Board considered a draft of a revision to the RESULTS and RESULTS Educational Fund Conflict of Interest Policy for Directors, Officers, Members of a Committee with Board Delegated Powers and Staff Members. Beth Wilson moved and Vanesa Garcia seconded adoption of the RESULTS and RESULTS Educational Fund Conflict of Interest Policy. Ernest Loevinsohn moved and Kul Gautam seconded an amendment to the motion, that the second sentence in the last paragraph of Section 3C of the Conflict of Interest Policy be **expanded** to read, “In addition, the fact that an interested person is also a director, officer, member or volunteer of a not-for-profit organization that **works in areas related to the work of RESULTS or RESULTS Educational Fund** or obtains or seeks funds from institutions or individuals from which RESULTS or RESULTS Educational Fund also obtains or seeks funds shall not, by itself, be deemed to be a conflict of interest if there are otherwise no indications that the interested person has a conflict of interest.” The amendment to the motion passed both Boards. The original motion as amended was also passed by both the RESULTS and the RESULTS Educational Fund Boards.

Jan Twombly moved and Ernest seconded that the Boards of RESULTS and RESULTS Educational Fund create a new Audit Committee. Motion passed by both Boards.

Beth stated that she would have the Board Development Committee develop language for the Board Guideline Book to reflect the separation of the duties of the Finance and Audit Committees. That language will be brought to the next Board meeting for adoption.

#### Agenda Item 6: Board Committee Reports

Board Development Committee – Beth apologized for the fact that the BDC has not accomplished much since the last meeting of the Boards.

Finance Committee – Jan asked Mark Butler to share about the financial results of the last Microcredit Summit. He stated that RESULTS Educational Fund is still trying to get the last \$85,000 committed by sponsors for the event. Alternative funds may yet be identified to make up the difference should the \$85,000 not be realized.

Grassroots Board Member Committee – The GRBM Committee submitted a written report, to which Board members were referred.

Marketing Committee – Cindy Changyit-Levin shared that a new Social Media Corps has been created for RESULTS and that training for participation in radio programs has been initiated. There are still concerns about the website and RESULTS’ capacity to work in social media. The Marketing Committee would like to add new expertise to its membership. Suggestions are welcome.

Issues Committee – Ernest shared that there have been good discussions with staff on U.S. Domestic and Global poverty reduction strategies. The Issues Committee would like the Board to consider a “transformational politics” approach for our political work.

### Agenda Item 7: Outreach to Conservatives

The Board Members engaged in a discussion about how to improve our relations and communications with all sides of the political spectrum. We need to build respectful relationships based on careful listening and common values. We need to engage in transformation of ourselves so that we can transform our relationships with all members of Congress. Joanne will take this issue to the next staff Management Team meeting for a discussion on how to bring this to life in the grassroots.

### Agenda Item 6 (continued): Board Committee Reports

Fundraising Committee – Roger Hudson reminded all Board Members to following up on submitting their fundraising action pledges to the staff.

### Agenda Item 7: Fundraising

Caitlin Van Orden reported that Mea Geizhals has been hired to be Manager of Grassroots Fundraising. Caitlin discussed major donor outreach and the use of the strategic plan as a platform for requests.

### Agenda Item 8: Center for Citizen's Empowerment & Transformation

Sam Daley-Harris reported that the Center has been working for four or five years. It needs more clients and funding to be successful.

### Agenda Item 9: Adjournment

Ernest spoke in admiration and acknowledgement of Dr. Scott Leckman's extraordinary service as Board Chair for over eight years. All Board Members joined him in thanking Scott for his excellent leadership these past eight year. Scott will remain on the Board for another three-year term.

Scott spoke on behalf of the entire Board in thanking Lydia Pendley for her six years of service as a Grassroots Board Member and Chair of the Bylaws Committee. Lydia is term limited off the Board. Her Grassroots Board Member successor is being elected at this time.

The Board set the next meeting as tentatively February 11 & 12, 2017.

The Executive Committee set its next meeting as August 8, 2016, 9 pm. ET.

The Board of RESULTS and RESULTS Educational Fund voted to adjourn the meeting at 3:55.

Meeting minutes submitted by Beth Wilson, Board Secretary.