



CONGRESSIONAL
MEDAL OF HONOR
FOUNDATION

Board of Directors Minutes

March 22, 2019



**BOARD OF DIRECTORS
MINUTES OF THE MARCH 22, 2019 MEETING**

The Board of Directors of the Congressional Medal of Honor Foundation convened for the Annual Meeting at 1 p.m. on March 22, 2019 in the Wagner Hotel, Battery Park, New York City and via telephone conference call. With 23 Directors attending, there was a quorum present to conduct the business of the Foundation.

Directors in Attendance:

Louis R. Chênevert
Bruce D. Brereton
John L. Glotzbach
Karl R. Horst
MOHR Drew D. Dix
Kevin N. Ainsworth
Chris Sultemeier
MOHR H.C. Barney Barnum
MOHR Patrick H. Brady
MOHR Paul W. Bucha
MOHR Edward C. Byers, Jr.
John Catsimatidis (via telephone)
MOHR Bruce P. Crandall
MOHR Florent A. Groberg
Marilyn A. Hewson
MOHR Walter J. Marm
Bruce McCaw
David J. McIntyre
Brian T. Moynihan (via telephone)
Janis Pamiljans
MOHR Clinton L. Romesha
David Seymour
MOHR Michael E. Thornton

Emeritus Directors in Attendance:

Edward L. Diefenthal
Jay E. Town

Society Members in Attendance:

MOHR Gary Littrell
MOHR Robert Patterson
MOHR William Swenson

Foundation Staff in Attendance:

Michael Caldwell
Kristine Hamilton
Cathy Metcalf
Leslie Baron

Society Staff in Attendance:

Victoria Kueck

Directors Absent:

Alex Gorsky
David L. Joyce
Thomas A. Kennedy
Dennis A. Muilenburg
Phebe N. Novakovic
General Ray Odierno
MOHR Leroy Petry
MOHR Ryan M. Pitts
Alexander W. Rangos
Edward P. Roski, Jr
Lenny Sands
MOHR Jay R. Vargas

Agenda Item I: Welcome & Convene the Meeting – Louis R. Chênevert presiding

- Louis called the meeting to order at 1 p.m.

Agenda Item II: Roll Call & Determination of Quorum - Bruce Brereton

- Bruce conducted Roll Call and with 23 Directors attending, established quorum.

Agenda Item III: Moment of Silence – MOHR Drew Dix

- Drew asked Directors to remember the Recipients who have passed away since the last meeting: Charles Kettles and Joe Jackson. He also asked they remember Mary Adkins, the wife of MOHR Benny Adkins who was buried at Arlington National Cemetery on March 21, 2019.

Agenda Item IV: Pledge of Allegiance – MOHR Drew Dix

Agenda Item V: Opening Remarks – Louis R. Chênevert

- Louis provided opening remarks focused on the agenda and Director votes needed during the meeting.

Agenda Item VI: Approval/Review of Minutes – Louis R. Chênevert

- Motion was made to accept Minutes from the September 14, 2018 Board of Directors meeting with two amendments: the addition of Kevin Ainsworth in the Directors in Attendance section and correctly identifying Alex Rangos as pledging \$100k to help the Foundation meet 2018 funding goals.

Vote: Motion seconded and approved unanimously

Agenda Item VII: Society President's Report – MOHR Drew Dix

- Reported he was proud of the Society's relationship with the Foundation and reviewed the history of how the Foundation was created.
- Reported that due to Foundation funding shortfalls in 2018, that its best for the Society to operate programs and have the Foundation focus on fundraising.
- Reported on funds raised and actions taken to date regarding the Society's Veterans Outreach Program.
- Reported on the Society Board meeting held earlier in the day and feels the transition of programs from the Foundation to the Society will be smooth.

Agenda Item VIII: Foundation President's Report – Karl Horst

- Reported on Foundation's three major goals for 2019
 - Effectively and efficiently transfer requested programs to the Society
 - Execute aggressive fund-raising campaign to sustain support to Society
 - Launch \$20 million capital campaign
- Reported the Foundation is moving in the right direction to meet goals and preserve the legacy of the Medal of Honor.

Agenda Item IX: Old Business

a. Board Engagement – Louis Chênevert

- Reported on potential new candidates for the Board.
- Drew discussed reducing the number of Recipients on the Board.
- Discussion occurred about the right number of Board members and diversity of the Board.

Agenda Item X: New Business

a. Programs Discussion – Drew Dix and Karl Horst

- Reported on the program being transferred to the Society
 - Character Development Program
 - Medal of Honor Excellence in Character Education Awards
 - LiveUp (Direct-to-Kids)
 - Medal of Honor Day Activities
 - Citizen Honors Awards
 - Graveside Markers
 - ROTC Scholarships
- Discussion occurred regarding various aspects of the transfer of programs:
 - Logical timeline for the transition
 - Expanding the Society headquarters staff to take on new responsibilities
 - Communications plan for informing donors about the transfer

Action: Foundation will provide Directors with new organizational chart and job descriptions for Foundation employees reflecting focus on fundraising.

Vote: By voice vote attached motion was seconded and approved to transfer programs to the Society.

b. Foundation Reorganization – Karl Horst

- Reported the Foundation will be restructured to focus on the fundraising mission.

c. Financial and Budget Reports – John Glotzbach

- Reported on status of Foundation budget requirements and performance of investment accounts.

d. Election of Directors and Officers – Louis Chênevert

- Discussion occurred regarding reelection of current Officers and Directors and nominating three Directors for Emeritus status.

Vote: Board voted unanimously to reelect Bruce Brereton, John Glotzbach, Marillyn Hewson, Dennis Muilenburg and Chris Sultemeier as Directors and elect Alex Gorsky, David Joyce and Lenny Sands to Emeritus status.

e. General Counsel and Audit Committee Search – Karl Horst

- Reported the Foundation is currently search for a new General Counsel and chairman of the Audit Committee.
- General Counsel Kevin Ainsworth was thanked for his service to the Foundation and Board.

f. Fundraising Strategy – Karl Horst

- Reported on a 10-step strategy for fundraising.
- Reported on 2019 fundraising goals to reach \$5 million for the operating account and growing the Foundation Endowment
- Discussed the 20-20-20 Capital Campaign to raise \$20 million by the end of 2020 to commemorate the Foundation's 20th Anniversary
- Discussed upcoming fundraising events across the country
- Director David McIntyre pledged \$100K to sponsor the Chicago Salute to the Medal of Honor

g. Calendar – Karl Horst

- Reviewed Calendar of Events for the remainder of 2019

Agenda Item XI: Open Discussion

- Drew Dix reported the Society will hold their annual conventions in Ft. Worth, Texas in 2020 and Boston in 2021.

Agenda Item XII: Adjourn

- Board Chairman Louis Chênevert adjourned the meeting at 3:22 p.m.

