

# **Sarasota Military Academy Foundation**

BOARD OF TRUSTEES

ANNUAL MEETING MINUTES

09 December, 2020

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## **Board of Trustee Members' Attendance**

### **Present:**

LTG (Ret.) Howard G. Crowell, Jr., Chair  
Mr. Herb Jones, Vice Chair  
CAPT (Ret.) Frederick M. Derr, Treasurer  
Mr. Anthony Baade  
Ms. Alexandra Quarles

SMA-LTC Rafael E. Robles, Executive Director

**Absent:** CAPT, USMC (Ret.) Thomas J. McElheny

### **SMA Board of Directors**

Ben Knisely, COL USA (Ret), Secretary, SMA Board of Directors; Warren P. Hudson, CAPT USN (Ret.)

### **SMA Administrative Staff in Attendance**

SMA-COL Christina Bowman, Executive Director of Schools  
SMA-MAJ Steve Kok, Director of Finance  
MAJ Becky Morris, Assistant Head of School, Middle School campus

**Location:** Virtual Zoom Meeting

The chair called the meeting to order at 2:30 pm.

### **Motion to Approve the Minutes from the 10th of September, 2020 meeting:**

Mr. Herb Jones moved to approve the 10 September, 2020 minutes; Mr. Anthony Baade seconded the motion and the board unanimously approved.

The chair introduced a subject/question as to whether Foundation should allow parents of students to be members of the Foundation Board of Trustees and what the rationale would be. The result decision would require a vote. Mr. Jones asked whether the reference was to parents or grandparents, and the chair reiterated it would be either/or. The issue was questioned by Mr. Jones since he will have a grandchild entering the Prep. SMA-COL Bowman commented that if the individual is currently serving on the board, then they could be "grandfathered" and be able to serve. There was agreement that it would be for "new or future" board members but Mr. Baade raised the question of whether the reference would include uncles, aunts, and other relatives. SMA-LTC Robles commented that there are always pluses and minuses when entertaining the inclusion of relatives on any board

especially because of conflict of interest concerns; however, if the individual could distance themselves from decisions that could impact their relative, then it may be a plus. Mr. Hudson was asked what his thoughts were on the subject since his experience had been serving at different schools, and he commented that those boards were "overwhelmingly made up of parents." The experience was a positive one in that they did not influence policies or procedures and they were committed to the success of the institution with a disposition to help financially. The chair clarified that the discussion centered on relatives serving on the Foundation Board not the Operating Board. Col. Knisely added that it be best to limit bylaw additions, and it could be more of an individual focus when it came to voting. The chair favored adding a phrase in the bylaws grandfathering a current member and precluding new parents, grandparents, or close relatives serving on the Foundation Board. If the situation warranted, it could be revisited in the future.

Mr. Jones made the motion "that a clause be added to the bylaws indicating that a close relative, parent, or grandparent would not be allowed to serve on the Foundation Board, but those currently on the Foundation Board would be grandfathered." Mr. Baade seconded the motion. No vote was recorded awaiting quorum. The chair asked Mr. Robles to draft the inclusion for the bylaws.

### **Executive Director Report:**

Mr. Robles indicated that the financial report presentation for future meetings would be adjusted with the support and feedback from the Foundation Treasurer. As of October 31, Foundation has \$423,764.00 total cash assets of which \$355,151 are restricted and \$68,613.00 unrestricted. Therefore, focus needs to be to increase unrestricted funds for greatest needs and unexpected projects. Mr. Jones inquired as to what the restrictions were. Mr. Robles indicated that the restricted funds were in the majority for the executive director position, departmental and activities. Mr. Kok added that that was the case.

The draft board commitment form was mentioned as a way to reach out to individual members to bridge the trustee member commitment either by volunteerism, financial or networking, etc. and a reach consensus and accountability as to what the member would like to do in the following year. The "Give or Get" option clause was brought up by the chair, and Mr. Robles would need to include that in the document. Professional services would not count as "Get" per industry standard in philanthropy. Discussion was had and a finite number of \$1,000 was favored, all trustees were in agreement. Ms. Quarles added that Foundation numbers were not high enough to warrant higher levels of support. Therefore, the motion was made by Ms. Quarles to adopt the minimum annual \$1,000 give or get to be added to the Individual Philanthropy Plan each Fiscal Year. Motion was seconded by Mr. Derr. Unanimously approved.

A Gift Acceptance Policy was discussed and the question was to refer to it as a policy or guidelines. Each having pros and cons. Therefore, Mr. Robles suggested having an overarching "policy" that contains guidelines in different areas. The chair questioned missing sections, and the need to adopt quickly. The draft should be completed by the next meeting. Revisions will be forthcoming especially with "legalize" needed and establishing a brokerage account. The philanthropy procedure

was presented, but did not need board adoption or approval. The chair mentioned a donor wall for recognition purposes and that was echoed by Mr. Jones and Ms. Quarles. Mr. Robles added that the donor pool was not yet robust enough to the level that some were thinking it would be. In addition, having a legacy wall could also form part of that plan moving forward. Mr. Robles asked for patience in this regard and would be diligently working on that project.

A visual infographic will be presented to show metrics of the financials for easy to see on-task performance. Strategic Plan Goals were reviewed with special emphasis on utilizing a rather small Foundation board but the need for specific individuals leading the effort in board recruitment, gift acceptance execution, etc. Mr. Robles indicated a desire to best use our current talent pool more effectively. The chair asked Mr. Robles for recommendations on how to proceed on these different fronts. Additional non-board member participation was indicated as a way to engage and promote and select new members.

An outsourced consultant has been engaged and should provide a style guide for use in the coming months.

Update on the Flanzer Trust Match Program indicates current strong options until Flanzer Funds are exhausted. Season of Giving Annual Fund campaign was launched that day. A question on temporary restricted line item was made by Ms. Quarles.

**Chair:** The chair was satisfied with the progress in the last six (6) months towards meeting important objectives that had previously been left unaddressed. Putting periods on the documents presented is critical to moving forward even though they may not be perfect.

**Old Business:** N/A

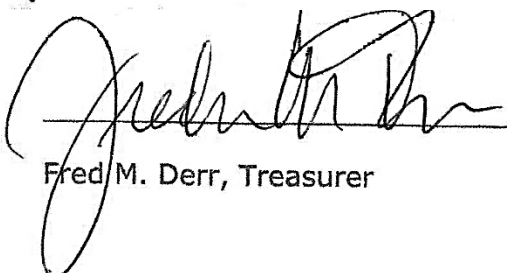
**New Business:** N/A

**Public Comments:** N/A

The chair adjourned the meeting at 3:35pm.

  
Howard G. Crowell, Chair

12/09/2020  
Date

  
Fred M. Derr, Treasurer

12/09/20  
Date