



## **RESULTS and RESULTS Educational Fund Boards of Directors Meeting**

Minutes of the November 9-10, 2024 meeting

*Meeting held in person at RESULTS Offices and virtually on Zoom.*

### **Saturday, November 9, 2024**

Attending: Leah Bradford; Arron Carillo; Kasapo Chibwe\*; Sam Daley-Harris (Emeritus); Nikki Eberhardt; Allison Gallaher\*; Kul Gautam (Chair); Lynne Patalano

Staff: Joanne Carter, Executive Director; Mark Butler, CFO/COO\*; TaShon Thomas, Interim Vice President for Campaigns & Advocacy; Barb Weber, Vice President for Philanthropy; Jesse Marsden, Chief of Staff

*\*Connecting remotely*

**Meeting Called to Order** by the Chair at 9am.

**Welcome & opening business:** Chair opened the meeting with a welcome to new members Leah Bradford and Kasapo Chibwe. Chair also remarked on the wider global and US political context in which this meeting takes place and the importance of the meeting with regard to our policy and advocacy agenda for the coming year and beyond. The Chair presented the consent agenda for approval noting its contents including:

- Meeting Agenda
- Approve Minutes for Board Meeting February 24-25, 2023
- Approve Minutes for Executive Committee Call September 30, 2024
- Approve Minutes for Executive Committee Call October 29, 2024

**A motion was heard to approve consent agenda items by Lynne Patalano, Second by Nikki Eberhardt. Motion passed.**

**Board Recruitment:** Kul Gautam, Chair, briefed the board on progress made to recruit new potential board members in alignment with the recommendations adopted by the Executive Committee in its meeting of Feb 1, 2023. Conversations with four candidates are active and on-going. One candidate will be attending Sunday's proceedings as an observer. Additional candidates are to be discussed and voted on later in the meeting proceedings.

**Executive Director's Report:** Joanne Carter, Executive Director, presented on the accomplishments, recent changes, status of fundraising for the organization followed by discussion.

**Departmental Report - Campaigns:** Joanne Carter, Executive Director and TaShon Thomas, Interim VP for Campaigns & Advocacy facilitated a presentation and discussion of updates on our recent Campaigns Team work covering, in this portion, the work of the Grassroots Impact and Expansion teams. For this portion, Jos Lin, Interim Director of Grassroots Impact joined the meeting and presented and participated in the discussion. Also joining was Crickett Nicovich, Director of

Government Affairs & Policy. Following Lunch, a second portion of the Campaigns departmental report focused on updates from the Global Policy and US Policy teams. Joining this portion of the discussion was Colin Smith, Director of Global Policy.

**Our strategic Approach:** A discussion was held that began with a review of the RESULTS Strategy Screen developed in its prior strategic planning process which developed the set of goals and objectives for the organization that has grounded its work since 2020. A new process will be carried out in 2025 that will update, build on, or revise these goals and objectives going forward. Reviewing the strategy screen with the board is an early step in that overall process and looked at one tool used to support making decisions about policy and advocacy priorities that become part of the strategic goals and objectives for the organization. Input and ideas were collected that will contribute to the next version of this tool and to the wider process.

**The ACTION Global Health Advocacy Partnership:** Xochitl Sanchez, Director of the ACTION Secretariat joined to highlight some of the most important work of this partnership, partially in light of the 20-year-anniversary of its formation, and partially detailing some of the coming priorities for 2025.

**Board Governance Document:** JScott Leckman, Chair of the Governance & Board Development Committee with support from staff facilitated a review of updates to the Bylaws of RESULTS and RESULTS Educational Fund developed in alignment with the recommendations adopted by the Executive Committee in its meeting of Feb 1, 2023.

**A committee motion by the Governance & Board Development Committee was heard to approve the two sets of bylaws as amended was heard. Motion passed.**

**Reclaiming Our Democracy – Paperback edition to be released January 2025:** Sam Daley-Harris shared updates on his work generating notoriety and awareness in print media, radio, and TV around the 20<sup>th</sup> anniversary edition of his book. Several clips of videos were shared including some that could be developed into promotional snippets of 30-45seconds shareable on (for example) social media platforms. He also noted an upcoming March event with the Chronicle of Philanthropy and the Independent Sector, and Congressional Management Foundation.

**Committee Reports:** Chairs of Board Committees updated on recent efforts including the following highlights:

- *Policy & Advocacy Committee (PAC)*, Chaired in the interim by Kul Gautam reported on its prior discussions of the 2025 policy priorities for 2025 culminating in a one-year campaigns agenda to put before the Board:

**A Motion was heard to adopt the 2025 Campaigns focusing on Global: the upcoming replenishment, and Congressional foreign aid appropriations; US: Child Tax Credit and protecting SNAP and WIC via the Farm Bill. Motion by Aaron Carrillo. Second by Leah Bradford. Motion Passed.**

- Governance & Board Development (GBDC) committee, as reported out by Committee Member Allison Gallaher in the absence of the Committee Chair, Scott Leckman, updated on

its recent activities and presented two committee motions for amendments to the Board Guidebook as follows:

- Amendment to Section 3.8 allowing the Board Chair to appoint interim Committee Chairs between meetings of the full board to fill vacancies.

**The GBDC Moved as a committee to so amend the Guidebook section 3.8 as shown below in the Minutes Addendum A. Motion Passed.**

- Amendment to Section 3 to add a new subsection 12 outlining the steps to hold electronic voting that remains in compliance with Bylaws Article 5 requiring consent to take an action without meeting.

**The GBDC Moved as a committee to so amend the Guidebook section 3 to add a new section 12 as shown below in the Minutes Addendum B. Motion Passed.**

- *Philanthropy Committee (PC)* noted its recent work and reported as well on Board Giving Campaigns.
- *Grassroots Directors Committee (GRDC)* Updated on their recent work and the upcoming elections in particular. Noted that some modification to communication during the election will be needed to reflect the recent bylaws updates. Noted that Jennn Koo would not be running for a second term as a Grassroots Director.

**Business proceedings for Day 1 concluded.**

**Sunday, November 10, 2024.**

Attending: Leah Bradford; Arron Carillo; Kasapo Chibwe; Sam Daley-Harris (Emeritus); Nikki Eberhardt; Allison Gallaher\*; Kul Gautam (Chair); Scott Leckman (Secretary); Lynne Patalano

Staff: Joanne Carter, Executive Director; Mark Butler, CFO/COO; TaShon Thomas, Interim Vice President for Campaigns & Advocacy; Barb Weber, Vice President for Philanthropy; Jesse Marsden, Chief of Staff

*\*Connecting remotely*

**Meeting Called to Order** by the Chair at 9am.

**Welcome & reconvening:** Chair reconvened the proceedings.

**Board Member Candidates:** A new slate of additional candidates was brought forward for the board's discussion and consideration for inviting to become board members.

**Departmental Report – Development:** Barb Weber, VP for Philanthropy, presented updates on work of the Development Team including recent engagement with funding partners from January forward throughout 2024. Details were shared on the status of on-going conversations with other prospective funding partners – the number of which we are engaging with is at a high point for all recent history.

**Departmental Report – Finance & Administration:** Mark Butler, CFO/COO, presented updates on the operations and administration of the organization including progress on several key project areas such as the organizational Jobs Framework, migration of the on-site server to a cloud based platform, and ongoing discussions with the building concerning maintenance and water issues experienced over the summer.

**FY2024 Budget:** Scott Leckman, member of the Finance Committee, Kul Gautam, and Mark Butler, CFO/COO briefed the board on the development of the FY2025 Budget providing information and details on the process for evaluating revenue and generating projections.

**A motion was heard to approve the FY2025 organizational unrestricted expense budget. Motion by Scott Leckman. Seconded by Aaron Carrillo. Motion passed.**

**Committee Nominations:** The Chair presented his nominations for committee members and committee chairs for calendar year 2025. During the discussion a related topic was raised concerning a general call for the current board secretary to have his board member term extended by one year from the date on which his term is currently set to expired and so remain in office and on the board until February 2026.

**An in camera motion was heard to extend the term of Scott Leckman as a board member until February 2026.** (Staff, non-board members, and Scott Leckman were excused from the discussion and vote). **Motion passed.**

Scott, staff, and non-board members returned to the meeting.

**A motion was heard to approve the Chair's nominations of committee members and chairs for calendar year 2025 to take effect January 1, 2025 as presented in Minutes Addendum C. Motion by Scott Leckman. Seconded by Nikki Eberhardt. Motion Passed.**

**Honoring our Colleagues:** The Chair gave the floor to Scott Leckman who introduced and gave a moving testimonial supporting a portrait of Sam Daley-Harris, founder of RESULTS commissioned in honor of Sam and presented on his behalf to RESULTS to be hung in the Offices. The portrait now hangs prominently in the office.

**Closing Business:** Chair provided a recap of the meeting over the two days. Action items for Board and for staff were noted. Dates after the turn of the year would be explored for the next meeting of the Executive Committee; Dates in early spring would be explored for the next meeting of the full board.

Board business meeting adjourned at 2:00pm.

Board Executive Session was held with the Executive Director.  
Board In Camera Session among board members.

**RESULTS and RESULTS Educational Fund Boards of Directors Meeting  
Minutes Addendum A**

**BOARDS OF DIRECTORS MEETING - RESULTS AND RESULTS EDUCATIONAL FUND  
Nov 9-10, 2024**

**Proposed revision: To enable the appointment of interim chairs of committees between board meetings.**

**Board Guidebook  
Part 3 – Board Structures and Processes  
Section 08 – Standing Committees**

At the first meeting of the Board in each calendar year, the Board Chair shall recommend for Board approval chairs and members for each committee to serve for terms that expire at the earlier of one year or the committee member's term on the Board. To simplify management of terms and re-election to committees, the Board Chair may bring forward in one proposal, all committee chair and membership recommendations for a vote of the Board at the first board meeting in a calendar year. Any committee chair or member may be recommended for, and elected to, a new, superseding, one-year term prior to the conclusion of a current term. There are no term limits for committee chairs or members. ***In the event of a committee chair vacancy, the Chair may at the Chair's sole discretion, appoint an interim committee chair subject to any standing requirements for that committee and its chair until the next meeting of the full board. Serving in an interim chair role does not exclude one from the usual nomination process for regular committee chair or membership roles.*** During the year, the Chair may make individual recommendations, subject to board approval for any chair or committee membership that may arise due to a new individual joining the board, adding a new committee member mid-year, ***or*** changes to a committee chair, ~~***or to fill vacancies on a committee.***~~

## **RESULTS and RESULTS Educational Fund Boards of Directors Meeting Minutes Addendum B**

### **BOARDS OF DIRECTORS MEETING - RESULTS AND RESULTS EDUCATIONAL FUND Nov 9-10, 2024**

#### **Proposed revision: A new Section “12. Electronic voting” to Part 3 – Board Structures and Processes that outlines procedures for electronic voting as actions of the Board.**

##### **Board Guidebook**

##### **Part 3 – Board Structures and Processes**

##### **(Add New) Section 12 – Electronic Voting**

Electronic voting may take place in accordance with the bylaws Article V, Section 15 concerning actions taken without meeting. An electronic vote may be called by the Chair, Treasurer, Secretary or a member of the Executive Committee. Voting shall be readily accessible through an online survey or similar tool developed by or with the approval of the Board Secretary and shall include:

1. An opening section that includes:
  - a. A required response question on the identity of the voter to be held in strict confidence by the Secretary and any designee supporting online voting and tallying, collected for the sole purpose of avoiding duplicate voting and ensure polling on consent to act without a meeting covers all active members of the board (see point b next).
  - b. A second required response question asking for consent to act without meeting, a negative response to which (indicating a withholding of consent) shall prompt skipping all subsequent questions of the electronic vote apart from a final option to submit the response. A non-response to the poll within the time allotted for voting as outlined below, will have the effect as a negative response.
2. A section containing the matters under consideration for voting that includes:
  - a. A clearly worded question on each item being voted on phrased to allow vote responses of Yea or Yes, Nay or No, and Abstain.
  - b. Clearly selectable options allowing only one response per question.
3. A final section containing a button or other function to submit the ballot.

Electronic voting shall be monitored by the Secretary or a designee and shall remain open for no more than 15 business days and no fewer than 5 business days, except where all eligible votes are submitted prior to the 5-day minimum or a denial of consent to proceed is received as noted below. Votes shall be tallied by a designee and submitted to the Secretary or tallied by the Secretary directly. The Secretary or designee shall report the outcome of the vote to the Chair who shall give notice to the board of the outcome of the electronic voting. The Secretary or designee shall ensure that the outcome of all electronic voting and the record of consent for each vote be recorded in the minutes of the next meeting of the Board.

In the event of a denial of consent per REF Bylaws Article 5, Section 15 to proceed with electronic voting, the Secretary or designee shall immediately notify the Chair who will announce a cessation of voting. If the matter is to be re-raised for an electronic vote, a new vote shall be called as a wholly new action with no prior votes counting in the tally of the new vote. Other procedural points of order may be raised in writing to the Chair and Secretary who will confer on the proper response.



## RESULTS and RESULTS Educational Fund Boards of Directors Meeting Minutes Addendum C

### COMMITTEE CHAIRS AND MEMBERS, 2025

*Approved by Board Resolution November, 2024 to take effect Jan 1, 2025*

#### **Governance & Board Development Committee (GBDC)**

Scott Leckman, Chair  
Aaron Carillo  
Allison Gallaher  
Lynne Patalano  
Roger Hudson (*Non-Board Committee Member*)  
Jesse Marsden – non-voting, staff  
Kul Gautam, Board Chair (*ex officio*)

#### **Finance Committee (FC)**

*Chair Vacant*  
Kasapo Chibwe  
Scott Leckman  
Lily Callaway (*Non-Board Committee Member*)  
Heide Craig (*Non-Board Committee Member*)  
Mark Butler – non-voting, staff  
Kul Gautam, Board Chair (*ex officio*)

#### **Philanthropy Committee (PC)**

Nikki Eberhardt, Chair  
Leah Bradford  
Aaron Carrillo  
Lynne Patalano  
Roger Hudson (*Non-Board Committee Member*)  
Barb Weber – non-voting, staff  
Kul Gautam, Board Chair (*ex officio*)

#### **Grassroots Directors Committee (GRDC)**

Lynne Patalano, Chair  
Allison Gallaher, Executive Committee Delegate  
Aaron Carillo  
Kasapo Chibwe  
Jos Linn, non-voting, staff  
Kul Gautam, Board Chair (*ex officio*)

#### **Policy & Advocacy Committee (PAC)**

Allison Gallaher, Chair  
Kasapo Chibwe  
Lynne Patalano  
Ernie Loevinsohn (*Non-Board Committee Member*)  
Beth Wilson (*Non-Board Committee Member*)  
Colin Smith – non-voting, staff  
TaShon Thomas – non-voting, staff  
Joanne Carter – non-voting, staff  
Kul Gautam, Board Chair (*ex officio*)

#### **Organizational Advancement Committee (OAC)**

Leah Bradford, Chair  
Aaron Carrillo  
Jesse Marsden – non-voting, staff

#### **Audit Committee\***

Aaron Carrillo, Chair  
Lynne Patalano

