

Virginia Veterans Services Foundation Board of Trustees
Virginia War Memorial
621 S Belvidere St
Richmond, VA 23219
Meeting Minutes
June 13, 2024
10:00AM – 2:00PM

A meeting of the Virginia Veterans Services Foundation (VSF) Board of Trustees was held on Thursday, June 13, 2024 at the Virginia War Memorial, 621 S Belvidere St, Richmond, Virginia. The meeting was called to order at 10:01a.m.

Trustees Present

- Brad Williamson (*Veterans Services Foundation Chairman*)
- Mike Coleman (*1st Vice Chair*)
- Allan C. Burke (*Development*)
- Tim Pillion (*Finance Chairman*)
- Jarris L. Taylor, Jr. (*P&P Assistant Chair*)
- Bruce Waxman (*Policies and Procedures Chair*)
- Craig Colucci (*Fin. Assistant Chair*)
- Shannon Spencer-Watson
- James R. Poplar
- Joel Griffin
- Brandy Jones

Trustees Absent

- Omari Faulkner
- Marc Andersen
- Jack O. Lanier
- Kathleen Murphy

VSF Advisors Present

- Jordan Stewart (*Assistant Secretary of Veterans and Defense Affairs*)
- Corey Frazier – stand in for Jordan Stewart
- Steve Combs (*Deputy Commissioner of Department of Veterans Services*)

VSF Staff Present

- Kayla Arestivo (*Executive Director*)
- Darius McKenney (*Business Manager*)
- Lauren Miller (*Grant Writer*) Virtual

Commonwealth of Virginia Office of the Attorney General

- James Flaherty (*OAG, Assistant Attorney General*)

DVS Representatives Present

- Steve Combs
- Tammy Davidson
- Kim Barton
- John Hall
- Tramaine Carroll-Payne
- Patrice Jones
- Desiree Taylor
- Ben Shaw
- Monique Bradham

- Antionette Johnson
- Kendra Ellison
- Tiffany Woody-Wiggins

Visitors Present

- Sara Gibson (20 Degrees)
- Tom Bartlett (20 Degrees)

Materials Distributed and Attached

- VSF Agenda (*Attachment 1*)
- VSF Convene Closed Meeting (*Attachment 2*)
- VSF Report to the Veterans Services Foundation March 21, 2024 (*Attachment 3*)
- VSF Strategy Pre-Read 20 Degrees May 2024 Presentation (*Attachment 4*)
- VVSF June 2024 Development Committee Update (*Attachment 5*)
- FY2025 VSF Budget Recommendations (*Attachment 6*)
- Notes for the FY 2025 VSF Budget (*Attachment 7*)
- Request for 2025 Foundation Support by DVS Program (*Attachment 8*)
- VSF Procedures and Policies Committee Memo (*Attachment 9*)
- VSF New Trustee Onboarding Presentation (*Attachment 10*)
- VSF Board of Trustees Bylaws (*Attachment 11*)
- VSF Board of Trustees – Memorandum of Understanding (*Attachment 12*)

1. Call to Order

a. Opening and Pledge of Allegiance

VSF Chair Williamson welcomed everyone and called the meeting to order at 10:01a.m. Chair Williamson led the group in reciting the Pledge of Allegiance.

b. Roll Call of Trustees and Quorum Determination

With 11 of 14- trustees present, VSF Chair Williamson advised a quorum was determined.

Introductions were made for the newly appointed staff in attendance – Joel Griffin, Brandy Jones and Shannon Spencer-Watson.

c. Introductions of Visitors

Introductions were conducted by DVS staff and members of the public in attendance.

d. Approval of Agenda

The meeting agenda was previously sent to the Trustees electronically, and a printed copy was included in the Board Agenda Packets.

Chair Williamson presented a couple of changes to the agenda. First, the financial report by Tammy Davidson would be added in the middle of the reports. Secondly, the report by the AOG will be added to a closed session. Chairman Williamson asked if all were in favor to proceed with the changes to the agenda. There was no discussion, and the motion passed unanimously.

2. Review and Approval of March 21, 2024 VSF Meeting Minutes

VSF Chair Williamson asked for a motion to approve the minutes as presented. Tim Pillion **moved** the approve the minutes as presented and Ros Poplar **seconded** the motion. There was no discussion, and the motion passed unanimously.

3. REPORTS

A. Secretary's Report: Craig Crenshaw, Secretary of Veterans and Defense Affairs

None.

B. Department of Veterans Services (Attachment 2)

Deputy Commissioner Steve Combs opened with remarks regarding the current state of the Virginia Military & Dependents Education Program (VMSDEP). He highlighted that the General Assembly passed, and the Governor signed a budget bill on May 13th, which included changes to the Virginia Military Survivors and Dependents Education Program (VMSDEP). These changes do not restrict eligibility for death benefits but do limit the benefits under VMSDEP to undergraduate education only, covering two-year and four-year institutions. Additionally, VMSDEP has been designated as a last-dollar payer, among other adjustments. These changes sparked significant outcry and pushback from affected family members and the veterans' community.

In response to the backlash, Governor Youngkin formed a Preserving VMSDEP Task Force. The task force includes Mr. Killian from the BSF, representatives from the Joint Leadership Council, the Board of Veterans Services, Commissioner Zingler, Secretary Crenshaw, the Secretary of Education, General Assembly members, and members of Gold Star families and families of 100% disabled veterans. The task force held its first meeting on the previous Monday, which was designed as a listening session and lasted over four hours, attended by veterans and family members. News clips and a recording of the meeting are available on the task force's website.

The General Assembly is scheduled to come back on June 28th with intent to essentially strike changes that were that would have made significant impact on veterans and their families. Mr. Combs mentions in Commissioner Zingler's report he discusses working towards a common set of understanding the facts, goals and data that will allow the task force to make the best recommendation to the government.

Mr. Combs transitioned to speak on the Virginia Veterans Network (VVN), also referred to as the Gold Standard Digital Hub. This initiative is a collaborative effort across various state agencies aimed at significantly expanding our reach to veterans. Despite the high talent and resources within the agency, our capacity to serve is limited. The VVN portal is intended to help us connect with and serve a larger number of veterans, providing access to a wide range of services. One example is the V3 program, which connects veterans with companies committed to hiring them. The portal will play a crucial role in enhancing these connections and broadening service accessibility.

The portal is currently in its development stages with expected launch date on November 11th. The beta version of the software is currently in-use. Ideally, VVN will be a "program of record," ensuring specific allocations for system operations, personnel, sustainment, and continuous improvement.

Additionally, there was mention of successful Memorial Day ceremonies at the cemeteries and upcoming plans for Patriot Day, Veterans Day, and December ceremonies.

C. Chairman's Report (Attachment 2)

Chairman Williamson opened with his excitement of having new board members and having a full board for the first time during his tenure as chair. A full team of trustees and staff now allows everyone to focus on the foundation's main goal: raise money for veterans.

The chairman mentions in discussions with Commissioner Zingler highlighted the need for increased funding to better support veterans. The aim is to exceed fundraising expectations to meet all veterans' needs, allocating limited resources effectively and balancing immediate needs like housing and suicide prevention with long-term support systems.

Looking ahead fundraising remains the priority. Kayla will engage with board members to support these efforts. With a geographically diverse board, leveraging local connections will be key to the foundation's fundraising success.

D. Board of Veterans Services (Attachment 3)

Board of Veterans Services representative Joyce (add last name) started her presentation mentioning BVS held their previous meeting on May 3rd via Zoom to prepare for their upcoming in-person meeting scheduled for June 20th. She also noted BVS Chairman Dick gave recognition to three departing House delegates and welcomed three new ones.

In the Zoom meeting, Chairman Dick prepared the BVS board to get ready for their working groups, that will be explained in more detail in their June 20th meeting. He wanted their focus to be on operationalizing BVS and DVS, working together on strategic planning. Secondly, he wanted the board to do some pre-budget planning when it comes to legislative recommendations for the 2025 General Assembly.

The next BVS meeting will include elections. Additionally, it was emphasized that BVS board members

should focus on learning about VSF, enhancing partnerships, understanding financial processes and operations, and prioritizing funding requirements.

E. Joint Leadership Council (Attachment 4):

No representative present. Report was reviewed silently by individuals in attendance.

F. Foundation Report:

Executive Director, Kayla Arestivo presented the Foundation Report by reminding the Board that their involvement and work for VSF is to enrich the lives of veterans.

During the beginning of her presentation, the focus was on the profound impact of DVS's medical, behavioral health, and rehabilitative care services on individuals' lives. Highlighted were ongoing initiatives in veteran suicide prevention and homelessness through the VFS team. The exceptional care provided in long-term veteran care centers across the state was noted, underscoring the positive quality of life for resident veterans.

The DVS staff was commended for their innovation and future plans for fiscal year 25. A testimonial was shared about a VA National Guard soldier who sought behavioral health resources at a VVFS office, where the team not only assisted him professionally but also identified personal mental health needs and connected him with appropriate support.

Switching gears, the 2024 Objectives and Key Results were presented, aiming to position VSF as a premier state-supported foundation for Virginia's military veterans. Key results included increasing foundation revenue and expanding engagement across the Commonwealth. As of May 16th, 2024, revenue was just over \$257k. Ms. Arestivo goes on to mention the launch of a new CRM system, DonorPerfect and was highlighted as a tool for enhancing donor relations and organizational efficiency.

Ms. Arestivo reported that the current CRM contains records of 710 donors, but less than 300 have been active in donating over the past fiscal year. This highlights a significant opportunity to re-engage former corporate and individual sponsors. One major challenge hindering this effort is incomplete information, such as missing phone numbers and email addresses. Addressing these gaps is crucial as most entries in our donor system lack email addresses, impacting our ability to effectively communicate and engage with donors.

The final OKR presented by Ms. Arestivo was increasing board awareness of the mission. This has been tackled by conducting 30-minute phone calls with the new trustees and presenting them an onboarding slideshow, full of foundation information. Chairman Williamson encouraged the board to continue to ask questions and participate when possible.

The website redesign is currently in development, with approved content and wireframe, and a launch date set for August 1. Bi-weekly meetings are being held to ensure progress.

A sneak peek of the new website, which replaces the decade-old current site, was shared. The redesigned website will prominently feature impact metrics and donation options on every page to encourage contributions. It will also better tell our story and include a designated page for board meetings.

Impact stories, such as vignettes and testimonials, will be regularly uploaded to highlight our work across the Commonwealth and evoke an emotional response to drive donations. Additionally, a public-facing VSF newsletter is being developed by the staff to share content and participate in the DVS newsletters.

Discussions are ongoing with wineries and jewelry stores across the Commonwealth for contributions, as every bit helps. The Birdies for Charity initiative kicked off on May 1 and will run through October 10. Information about this initiative can be provided upon request.

The annual golf fundraiser with GStek in Chesapeake raised \$10,000, marking their most successful year in terms of engagement and funds raised. Additionally, the South Hill Police Department hosted a Memorial Day MURPH workout challenge fundraiser.

Veteran Day fundraisers with small businesses are also being planned, and updates will be shared as events arise. The new website will feature registration links and information for various fundraisers, making it easier to share event details.

Ros Poplar mentions for individual trustees, there are opportunities to fundraise with organizations that are legally required to donate a portion of their proceeds, such as those with gambling licenses, which must donate 20% of their proceeds. Ms. Arestivo gave a shoutout to Mr. Poplar and Mr. Craig Colucci for their fundraising efforts since being on the board.

The conversation of social media was brought up by Mr. Colucci and where VSF stands with the use of those platforms. Ms. Arestivo will circle back to conversations with necessary DVS staff to understand the protocol for the foundation's social media accounts. Ms. Shannon Spencer-Watson made suggestions of what social media for the foundation could look like to create a more engaging and enticing platform users to follow and support.

G. Finance Report:

Tammy Davidson and Kim Barton presented the report, starting off by stating General fund dollars for the foundation, provided by the General Assembly, primarily cover salaries, including a small portion of the wage employee salary. The board aims to increase these funds in future years to support additional activities and fundraising efforts. Currently, approximately \$55,000 remains for the year, which may be reverted to the General Assembly if not spent on legitimate and reasonable expenditures.

This year's vacancies and available funds have allowed for the website update. However, similar funds will not be available in subsequent years unless there is a budget increase starting in FY26. Efforts are ongoing to identify appropriate ways to utilize the remaining funds before the fiscal year ends.

Mr. Coleman asks Ms. Davidson if the \$55,000 in remaining funds can be used for a program (transcription fees) needed funding. Ms. Davidson affirmed that it is possible, but that she would need to be billed by June 26th. Mr. Coleman followed up by asking if the June 26th deadline is not met, can those funds be rolled over to FY25. Ms. Davidson proceeded to say that this ask is possible, but not definite.

Ms. Barton read the treasurer's statement: Total income for FY24 3rd quarter reached \$317, 656.11 (as of March 31, 2024). Total expenditures for the same period reached \$629,069.30. Excess of income over expenditures was -\$311,413.19. Beginning funds balances of \$3,400,794.08. The total FY24 2nd quarter ending fund balance was \$3,089,380.89.

H. VSF Finance Committee Report (Attachment 5):

Tim Pillion presented the report, he started by mentioning the April 17th budget meeting featuring Commissioner Zingler and DVS program directors was very productive. The purpose of the meeting was to review updates on FY24 and discuss various needs and requests for FY25. The meeting packet includes three attachments: meeting notes, a list of requests received, and a budget breakdown.

Initial requests from program directors totaled around \$2.6 million, with an additional \$200,000 from Commissioner Zingler for the Virginia Veterans Network, bringing the total to approximately \$2.9 million. These requests were divided into annual requirements and one-time expenditures.

For FY25, the initial appropriation is \$860,000, an increase of \$55,000 from previous years. Specific requests included funds for the Virginia Veterans Network, plot locator machines at the three cemeteries, laptops for veteran programs, new beds, recliners, and a multi-sensory room at the Davis and McDaniel Veterans Care Center, a new van for Sitter and Barfoot Veterans Care Center, and various items for the Puller and Jones and Cabacoy Veterans Care Centers.

The recommendation is to approve the distribution of \$850,000 and to request an additional \$1.4 million from the Department of Planning Budget. Additionally, it is suggested to split the \$200,000 request, with \$100,000 from our contribution and the rest through fundraising efforts dedicated to those specific programs.

Mr. Coleman mentions it's important to note that specific requests, like those for the cemeteries and care centers, will be funded through targeted donations. If money is raised for these purposes, the board will allocate the funds accordingly. However, if the foundation can't secure the necessary donations, these requests won't be supported.

Chairman Williamson mentions as the board approaches this year's budget, align specific requests with potential donors who can fund those purposes directly. For instance, approaching companies to sponsor gravesite markers, outlining costs, and requesting donations. These targeted requests have been singled out and categorized for this purpose.

I. Development Committee Report

Chairman Williamson presented the report. He discussed driving outreach efforts both short-term and long-term. A core personal outreach goal of five engagements per trustee per quarter was established. Chairman Williamson emphasized leveraging resources and tools, including SharePoint for joint engagement.

Acknowledgments were made to Mr. Poplar and Mr. Colucci for their proactive initiatives. Chairman Williamson also mentions the development committee deliberated on setting fundraising goals for years 2025, 2026, and 2027, which appear feasible given the current trajectory.

Lastly, the development committee sought suggestions for a series of upcoming fall and spring events focused on veterans, with Ms. Arestivo leading the planning efforts.

J. Policies and Procedures Report

Bruce Waxman presented the report. He started by mentioning it will be his final meeting as a board member, and it has truly been a privilege to serve. Delegate Kathleen Murphy, who will be assuming Mr. Waxman's position is someone he knows well and has collaborated with on veterans' issues for many years. Delegate Murphy's appointment is significant, and Mr. Waxman believes she will bring valuable insights, particularly concerning the proposed changes to the bylaws discussed in the Procedure Policies Committee memo, initiated by former VSF chairman, Paul Haughton.

Mr. Waxman went on to discuss discussed proposals aimed at enhancing operational efficiency within the board. Changes include empowering a designated group of trustees to assist the chair in making administrative decisions promptly, when necessary, without full board consultation. There was also a proposal to formalize the use of electronic meeting mechanisms, which were successfully implemented in previous years. Additionally, the chair would be granted authority to represent the VSF on most issues, with exceptions.

The Policy and Procedures Committee recommended adopting the changes, which were previously distributed for review and include detailed revisions to streamline board administration. The updates aim to modernize operations, facilitate smoother decision-making and enable effective execution of initiatives presented by the executive director and chair.

4. NEW BUSINESS

A. Approval of Development Committee Recommendations

Mike Coleman **moved** to approve the recommendations of the development committee. Tim Pillion **seconded**. There was no discussion and the motion passed unanimously.

B. Approval of Finance Committee Recommendations

Ros Polar **moved** to approve the recommendations of the finance committee. Craig Colucci **seconded**. There was no discussion and the motion passed unanimously.

C. Approval of Procedures and Policies Committee Recommendations

Tim Pillion **moved** to approve the recommendations of the procedures and policies committee. Craig Colucci

seconded. There was no discussion and the motion passed unanimously.

D. Approval of 3rd Quarter Financial Report

Mike Coleman **moved** to approve the 3rd quarter financial report. Brandy Jones **seconded.** There was no discussion and the motion passed unanimously.

E. Other New Business

1. Nomination Committee

The nomination committee met the morning of and presented the following for consideration: Brad Williamson as chair, Craig Colucci as vice chair and Marc Andersen as 2nd vice chair.

Bruce Waxman **moved** to accept the recommendations of the nomination committee. Allan Burke **seconded.** There was no discussion and the motion passed unanimously.

2. Approval of DVS Budget Allocations

Mike Coleman **moved** to approve the DVS budget allocation as presented. Craig Colucci **seconded.** There was no discussion and the motion passed unanimously.

3. Bylaws and Policies

Allan Burke **moved** to approve the recommended changes to the bylaws and policies. Craig Colucci **seconded.** There was no discussion and the motion passed unanimously.

4. VVSE-DVS MOU Approval

Mike Coleman mentions the Veteran Services Foundation, a state agency, is authorized only two full-time positions. Given the broad range of responsibilities, including human resources and fiscal management, this limited staffing is insufficient. To address this, the Code of Virginia mandates that the Board of Veterans Services establishes a memorandum of understanding with the Commissioner of the Department of Veterans Services, which is updated annually. This MOU outlines the support provided by the Department to the Foundation.

Tammy Davidson mentions The Department of Veterans Services previously provided a wage position to support the foundation, funded by the foundation. This amount has been removed from the budget, reducing the contribution from \$160,000 to \$130,000. This change allowed for an increase in salaries by reallocating the funds previously used for the wage position.

Chairman Williamson asked for a motion to approve the memorandum of understanding. Tim Pillion **moved** to approve the memorandum of understanding. Ros Poplar **seconded.** There was no discussion and the motion passed unanimously.

5. UNFINISHED BUSINESS

Update on Strategic Plan Development: 20 Degrees

20 Degrees with Tom Bartlett and Sara Gibson presented. The meeting was convened to discuss the necessity of raising more funds to support the Commonwealth and its initiatives, specifically focusing on clarifying the recently passed budget. An assessment was conducted to evaluate the organization's capacity to generate revenue and fundraise. The assessment revealed several strengths, including a significant veteran population within the Commonwealth, highlighting the relevance and importance of the organization's mission. The connection as a quasi-governmental entity also provides support for administrative expenses, and the organization's historical resilience was noted as an asset.

However, the assessment identified several structural issues and deficiencies that were hindering fundraising efforts. These included misalignment between the board and staff regarding the organization's strategic intentions, a lack of a clear plan, and the need for updates in CRM systems and branding. Efforts led by Ms. Arestivo to implement playbook recommendations, update the CRM, and refresh branding were acknowledged as positive developments. Additionally, improvements in the organization's cultural components were recognized.

The assessment noted that despite the challenges, there is a sense of progress and momentum, indicating a positive direction for future initiatives. The meeting concluded with an emphasis on continuing to address the identified structural issues, aligning the board and staff with the strategic plan, and supporting ongoing fundraising efforts. The positive developments and forward momentum were met with encouragement and excitement.

The meeting continued with a focus on achieving clarity on the foundation's story and priorities. The goal was to establish a strategic direction, or "North Star," for the foundation, identifying clear priorities and metrics for measuring progress. The discussion aimed to ensure everyone understood the foundation's strategic goals, facilitating better support for Ms. Arestivo and her team.

The conversation then moved to phase two, while also acknowledging that phases three and four were already in progress at the staff level, particularly involving a detailed fundraising plan managed by Kayla. The meeting emphasized the importance of expansive thinking and scenario planning to align everyone on the same strategic path.

The board was encouraged to consider what the foundation's priorities should look like on the ground and how to measure success. While this discussion was not a final strategic plan or a board vote, it was an opportunity for the board to provide input that would be reflected as a springboard for future planning.

A market research study on other veteran service foundations across the country was also presented. This study highlighted how these foundations interact with their state entities and noted that Virginia's situation is somewhat unique compared to other states. The research aimed to provide additional clarity and context for the board as they considered their strategic direction.

The presentation continued with an emphasis on leveraging both the fresh perspectives of newer members and the experience of long-standing members to create a unified vision that funders could clearly understand and support. This alignment would help the foundation attract the necessary funding to achieve its goals.

The market research presented revealed that successful foundations in other states have clear, distinct priorities and initiatives that are easy for stakeholders to understand and support. These priorities provide clarity and direction, making it evident to potential donors what the foundation stands for and what their contributions will support. Establishing similar clear priorities is vital for VSF.

Another point of discussion was the importance of building partnerships beyond the state. Identifying key potential partners and forming strategic alliances can enhance the foundation's reach and impact. This broader network can help the foundation support its initiatives more effectively and attract additional resources.

In the meeting, it was highlighted that one of the interesting findings from studies conducted in several states, including Kentucky and South Carolina, is the diversity in revenue mechanisms for their foundations. These states have implemented various funding sources such as earmarks, revenue from license plates, and other earned income streams. This diversity in revenue sources helps create financial stability, providing a buffer against fluctuations in general assembly funding cycles.

The meeting transitioned to focusing on identifying how the foundation can enhance and complement the DVS programming. Emphasis was placed on the foundation's unique role as a quasi-governmental entity that can bridge public and private partnerships, making it a natural convener. By hosting events and fostering collaboration, the foundation can drive engagement and donations while supporting DVS.

Additionally, the foundation can augment DVS's efforts through its own initiatives, grant making, and advocacy and awareness campaigns. These activities will enhance public interest and support for DVS programs. Trustees were asked to share insights from their pre-reading materials to ensure these points are captured in the final report. The goal is to integrate these insights into a strategic plan that leverages the foundation's strengths and maximizes its impact.

Now open for discussion, Mr. Coleman mentions the foundation is restricted to funding programs that are within the Department of Veterans Services' purview. To expand funding opportunities, collaboration with the agency is essential. For example, Michael Dick runs a program at William and Mary supported by general fund money but requires additional funding. While the foundation cannot directly fund such programs, it can advocate for them to the department. Ideas for new initiatives should be brought to the department's attention for consideration by the commissioner and the Board of Veterans Services, ensuring alignment with their priorities and potential funding opportunities.

Mr. Coleman continues with a thought to Ms. Arestivo about potential partnership with the Department of Motor Vehicles and having some sort of foundation funding come from the labor and sale of veteran license plates.

Ms. Gibson continued to the next portion of the presentation. She brought up different ideas that were discussed and asked the board to think if these ideas were maximizing current efforts or transforming the foundation's operation style. Several trustee members brought up different ideas and thoughts to increase the foundation's funding and brand awareness through different channels. Ms. Spencer-Watson mentioned having a celebrity or big-name to champion the foundation. She also mentioned having metrics to provide as donors will expect to hear their return on investment when giving to the foundation. Mr. Waxman mentioned more social events to host donors.

Mr. Colucci mentions that the current VSF website has a "star system" acknowledging individuals and organizations that have donated and placing them in tiers based off their donation amount. He brought this up to emphasize how recognition entices donors if they know there is a reward for giving.

Ms. Arestivo would go on to mention future foundation events and encouraged the board to start reaching out to their networks to see how they can help aide these plans. Ms. Spencer-Watson follows up by encouraging the trustees that all is possible with the start of an ask.

The rest of the discussion centered on clarifying the foundation's role in maximizing DVS programs and connecting with donors who share those priorities. Emphasizing the need for clarity, the board reviewed various organizational priorities beyond fundraising, including diversifying revenue streams and leveraging connections to strengthen partnerships and highlight donors. The importance of articulating the foundation's unique value proposition in a crowded field was underscored, with an emphasis on defining clear goals and milestones for the upcoming year. Feedback was encouraged to refine the fundraising and strategic direction, with plans to integrate insights into a comprehensive report supporting the foundation's objectives for the next fiscal year.

6. CLOSED SESSION

To Convene Closed Meeting:

Chairman Williamson read the following, "I move that the Veterans Service Foundation convene a closed meeting under the Virginia Freedom of Information Act to discuss a matter lawfully exempted from open meeting requirements under the:

- 1) "Discussion and consideration regarding performance and discipline" exemption contained in Virginia Code 2.2-3711 (A)(1);
- 2) "Consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probable litigation" exemption contained in Virginia Code 2.2-3711(A)(7);
- 3) "Consultation with legal counsel" exemption contained in Virginia Code 2.2-3711(A)(8).

The following non-members will be in attendance for a portion of the closed meeting to reasonably aid in the consideration of this topic: Jim Flaherty, Kayla Arestivo

Certification After Closed Meeting

Mike Coleman read the following:

"I move the following resolution:

WHEREAS, the Virginia Veterans Service Foundation has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS 2.2-3712 (D) of the Code of Virginia requires a certification by this Board that such closed meeting

was conducted in conformity with Virginia law.

NOW THEREFORE, BE IT RESOLVED, that the VSF hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia laws were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the VSF."

Mike Coleman **moved** to approve the motion that the items were complied with the Virginia code. Tim Pillion **seconded** the motion. There was no discussion.

Roll Call

Brad Williamson – Yes

Michael Coleman – Yes

Marc Andersen – Absent

Allen Burke – Yes

Tim Pillion – Yes

Jarris L. Taylor, JR. – Yes

Bruce Waxman – Yes

Craig Colucci – Yes

Ros Poplar - Yes

Shannon Spencer-Watson – Yes

Joel Griffin – Yes

Brandy Jones – Yes

VSF Chairman Williamson asked if there were any other business. No were posed.

He thanked everyone for their hard work and dedication to the foundation and expressed his excitement to work with the new trustees in attendance: Joel Griffin, Shannon Spencer-Watson, and Brandy Jones.

VSF Chairman Williamson asked for a motion for adjournment. Mike Coleman **moved** to approve the motion and Craig Colucci **seconded**. There was no discussion and the motion passed unanimously.

F. Adjournment

The next Board of Trustees Meeting will be held on September 12th, 2024, at the Virginia War Memorial. The meeting was adjourned at 1:25 p.m.