

**Minutes of the Meeting of the  
Board of Directors of the  
F. M. Kirby Foundation, Inc.  
December 17, 2021**

A meeting of the Board of Directors of the F. M. Kirby Foundation, Inc. was held on December 17, 2021 via Zoom conference. The meeting was called to order at 11:30 a.m. The following Directors were present:

Wilson M. Compton  
Alice K. Horton  
Jefferson W. Kirby  
S. Dillard Kirby  
Leigh Kirby Klein  
Sandra B. Sherman  
Laura H. Virkler

Mrs. Laura H. Virkler, Chairperson, presided, and Mrs. Diana L. Kostas, Secretary, recorded the minutes of the meeting. The Chairperson welcomed guests Mr. Ward K. Horton, Mrs. Ashley H. Freedman, Ms. Elizabeth M. Kirby, Messrs. F. Morgan Kirby, IV, Stark D. Kirby, Jr. and J. Walker Kirby, Jr. to the meeting. Mr. Justin J. Kiczek, Executive Director, Mrs. JoAnn F. Tiefau, Program Officer, and Mrs. Elisheva D. Crowley, Program Associate, were also invited to attend the meeting. Mrs. Virkler noted that the Board had unanimous approval on the date change (previously scheduled for December 10, 2021) and abbreviated nature of the meeting given the recent loss of Mr. Fred M. Kirby, III.

The minutes of the meeting of the Board of Directors held September 10, 2021 that were previously distributed to the Directors were approved.

Mr. Justin J. Kiczek proceeded with his Report of the Executive Director. He welcomed Mrs. Elisheva “Liz” Crowley as the Foundation’s new Program Associate and informed the Board that the Foundation’s other new hire, Mrs. Emily Craft Prince, would begin approximately June 1,

2022 in the role of Program Officer upon the completion of her maternity leave. He also highlighted the work of Ms. Gina E. Beviglia, the Foundation's Summer 2021 intern.

Mr. Kiczek shared with the Board that \$1.3M in additional funds (over 2020 actual) had been committed to Diversity and Justice initiatives and that an estimated \$3.5 million of the Foundation's projected \$14.1 million in 2021 grants were paid to grantees that increased access to opportunities for communities of color, addressed immediate needs of those communities or advocated for beneficial legislation or government action. Mr. Kiczek will post a list of Diversity and Justice-related grants in the Private Board area under the Additional Readings folder after the meeting.

The Executive Director shared a progress report on the Strategic Plan that he and Mrs. Virkler have been working on and thanked Ms. Elizabeth Kirby for her contributions. Due to the abbreviated format of the December Board meeting, Mr. Kiczek and Mrs. Virkler will send a summary of the Strategic Plan to the Board prior to the April 2022 meeting.

Mr. S. Dillard Kirby, Chairman of the Investment Committee, then provided an update on the Foundation's fluctuating portfolio values from October through December, 2021. Mr. Kirby stated that through November 30, 2021 the portfolio remained modestly ahead of the 75/25 benchmark and that as of December 16, 2021, the portfolio totaled \$387.3 million. He noted that there was ample cash to fund grants into 2022. He also shared with the Board that going forward the Investment Committee meetings would occur on the fourth Tuesday of each respective first month of the quarter (January, April, July, October). Finally, he stated that an hour would be set aside for educational purposes (either for outside speakers or to discuss new mandates or managers) and that the committee would consider adding a new non-family advisory member in 2022. Mrs. Virkler thanked Mr. S. Dillard Kirby for his report.

The Chairperson referred the Board to a cumulative list of grants from September 1, 2021 through November 30, 2021 of \$75,000 or less approved by Management, attached to the Agenda, and asked for ratification thereof. Highlights of Americares, Conservation Trust of North Carolina, and Migration Policy Institute were shared by the F. M. Kirby Foundation (FMKF) staff. Mr. Jefferson W. Kirby inquired as to whether the Foundation had supported either Greensboro Day School or the North Carolina Museum of Art in 2021, to which Mrs. Tiefert responded that the Foundation regularly supported Greensboro Day School and had supported the North Carolina Museum of Art in the early 2000s to establish the Barbara C. Kirby Docent Training Enrichment Program endowment. A motion was made and seconded that the list be ratified. The motion was approved. The above-mentioned list is attached hereto as part of the minutes.

The Chairperson then referred the Board to a cumulative list of grants proposed by the Executive Director from September 1, 2021 through November 30, 2021 in excess of \$75,000, attached to the Agenda, and asked for approval thereof. Highlights of the Christopher & Dana Reeve Foundation and New Jersey Conservation Foundation were shared by the FMKF staff. Mrs. Virkler recently attended JDRF's Mission Summit and provided the Board an update on recent research and the Vertex clinical trial which uses stem cell-derived beta cells to restore the body's ability to produce insulin. She also noted that JDRF's venture philanthropic fund, which is devoted to identifying and funding early-stage high-impact opportunities with the potential to accelerate efforts to cure, treat and prevent Type 1 Diabetes, had raised over \$175 million. JDRF's funding has attracted other venture capital companies to invest an additional \$550 million. Mr. Wilson M. Compton inquired as to whether JDRF was tracking The National Institutes of Health funding and offered his support in those efforts. A motion was made and seconded that the list, as provided, be approved. The motion was approved. The above-mentioned grants list is attached hereto as part of the minutes.

Mr. Kiczek introduced the Foundation's intent, due to strong portfolio performance and the positive optics of an overall 2021 grant level above the 2020 level, to accelerate the 2022 pledge payments into 2021 for two grantees: Durham Academy (\$412.5K) and Overlook Foundation (\$80K). There were no objections or concerns raised by the Board.

The Foundation's Conflict of Interest Policy was introduced. Mrs. Kostas noted that the compensation policy in Appendix A had been revised to reflect the new role of Board Chairperson and remove the language for the Foundation President. After a brief discussion, the Directors unanimously adopted the policy, attached hereto as part of the minutes, as follows:

**WHEREAS**, the Internal Revenue Service has consistently expressed its preference that all tax-exempt organizations adopt a conflict-of-interest policy;

**WHEREAS**, the Foundation has previously been mindful of these issues and wishes to demonstrate and document the continued commitment of the Foundation and its directors, members, and principal officers to avoiding any transaction that might create a real or perceived conflict of interest;

**NOW**, therefore, it is resolved (i) that the Foundation reaffirms the attached Conflict of Interest Policy; (ii) that the directors confirm their past and continued compliance with the said policy through the completion of the Foundation Conflict of Interest Questionnaire, and (iii) that the directors confirm their continued commitment to act at all times consistent with the Foundation's purposes.

Be it further resolved that said policy and the Foundation's adherence to the same be reaffirmed and reviewed by the directors on an annual basis, or more frequently as necessary.

Mrs. Kostas requested that all questionnaires be returned by January 15, 2022. Mrs. Kostas also reviewed the approximate \$1,300 in legal fees that were paid to Mrs. Sandra B. Sherman's firm for services rendered in 2021. It was determined that the monies were fully appropriate and consistent with or below prevailing market rates.

Under old business, the Executive Director updated the Board on the Sports Performance and Lacrosse Center at Lafayette College. The Foundation committed \$1 million from the Reserved for Future Decision account and challenged the school to raise \$7.5M in order to release an

additional \$1 million. The school announced a significant gift from Andrew and Dina Wallach to name the Wallach Sports Performance and Lacrosse Center. The \$10 million center is anticipated to open in 2024.

Mr. Kiczek also informed the Board that five finalists had been identified for the Fred Morgan Kirby Prize for Scaling Social Impact out of a pool of 130 applicants. The Duke University's Fuqua School of Business Center for the Advancement of Social Entrepreneurship (CASE) selection committee will present its winner recommendations in mid-January to the F. M. Kirby Foundation for review.

Under new business, the Chairperson announced details of the upcoming Kirby Alliance meeting on May 14, 2022 at Mount Vernon. The meeting, which will be family-friendly, will likely include a tour, lunch, speaker, and casual dinner at the Distillery. Mrs. Virkler, Mr. Roger Kirby and Mrs. Karen Kirby are working together on the event and will send out a Save the Date once details are finalized.

The dates for the 2022 Board of Directors meetings were confirmed:

- Friday, April 29, 2022 at Fuqua School of Business, Duke University (2 p.m.)
- Friday, September 9, 2022 at 17 DeHart Street (2 p.m.)
- Friday, December 9, 2022 at 17 DeHart Street or at a NJ-based grantee (2 p.m.)

The Executive Director informed the Board that the FMKF staff would participate in a day of service at Interfaith Food Pantry on Monday, January 17, 2022 (Martin Luther King Day). He also noted that Mrs. Crowley and Mrs. Kostas would be leading the search for the Foundation's Summer 2022 intern.

The Chairperson excused Mr. Kiczek, Mrs. Kostas, Mrs. Tiefau and Mrs. Crowley from the meeting at 12:30 p.m. so the Board could engage in an executive session. Family "guests" were included in the executive session. Mrs. Virkler provided an update on the leadership transition, her

weekly meetings with the FMKF staff and overall pleasure with the transition. No questions or concerns were raised and the formal Board meeting was adjourned at 12:40 p.m.

The staff rejoined the meeting and Mr. S. Dillard Kirby was called into the FMKF conference room at which time he was presented with a memory book in honor of his nearly twenty-six years of management. The book featured letters and photos from friends, family, grantees, and colleagues. He expressed his sincere gratitude for the gift.