

**Minutes of the Annual Meeting of the  
Members of the F. M. Kirby Foundation, Inc.  
April 30, 2021**

The Annual Meeting of the Members of the F. M. Kirby Foundation, Inc. was held on April 30, 2021, at 3:10 p.m. via Zoom conference. The following Members were present:

Alice K. Horton  
Jefferson W. Kirby  
S. Dillard Kirby

Mr. S. Dillard Kirby, President, presided.

The minutes of the meetings of the Members held April 29, 2020 and March 4, 2021 and subsequently made available to the Members via the Private Board area of the Foundation's website were approved.

Upon a motion duly made by Mrs. Horton, Chair of the Nominating Committee, seconded and carried, the Members of the Corporation adopted the following resolution:

**RESOLVED**, that the following persons be, and they hereby are, elected as Directors of the Corporation, each to serve until the next Annual Meeting of the Members of the corporation and until his/her successor shall have been elected and shall have been qualified, or as otherwise provided in the By-Laws of the Corporation:

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

The President noted with pleasure the long-term commitment of the outside directors. He then discussed the Foundation's Conflict of Interest Policy, previously adopted by the Directors

at its December 11, 2020, meeting. The Members unanimously reaffirmed 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 reaffirm the attached Conflict of Interest Policy; (ii) that the members confirm their past and continued compliance with the said policy, including but not limited to the appropriateness of the compensation paid to any person defined as an “Interested Person” in said policy, and (iii) that the members 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 members on an annual basis, or more frequently as necessary.

At 3:15 p.m., non-member Directors, guests, and the staff team (as referenced in the Board of Directors minutes) were welcomed and joined the meeting by invitation.

The President then presented the 2020 Financials, including his Annual Report to the Members dated April 23, 2021, which is filed herewith. The President gave an overview of the President’s Report where he focused on the Executive Summary. Several key points were highlighted: 1) on a cash basis the grant level continues its positive trajectory, up approximately 4.4% to \$13.8 million, 2) administrative expenses grew 13% in 2020 versus last year, primarily due to the absence of an Executive Vice President for the first nine months of 2019, 3) federal excise tax is now a flat 1.39%, 4) the endowment portfolio rose on both an absolute basis (7.2%) and a time-weighted basis (12.7%) and 5) investment management fees remain fairly consistent below the 50 bps mark and are down 30% since the move toward a low-cost passive approach

with Vanguard in the fourth quarter of 2017 for approximately 50% of the portfolio. The President commended Mr. Jefferson W. Kirby on his role as Chairman of the Investment Committee and reminded the Members that under his leadership the Committee made the large overhaul of the portfolio in late 2017 and brought Vanguard in as both an investment manager and consultant. Since that time, the Foundation has seen performance modestly above the Foundation's internal benchmark and absolute figures above 9% annualized.

The next annual meeting of the Members, presumably in April 2022, will likely be scheduled at the December 2021 Board of Directors meeting. The meeting adjourned at 3:30 p.m.