**Minutes of the Meeting of the**

**Board of Directors of the**

**F. M. Kirby Foundation, Inc.**

**September 15, 2023**

A meeting of the Board of Directors of the F. M. Kirby Foundation, Inc. was held on September 15, 2023, at The Peck School, 247 South Street, Morristown, NJ. Zoom conference was available for those unable to attend in person. Following the Members meeting (see separate minutes), the Directors meeting was called to order at 2:15 p.m.

The following Directors were present:

Alice K. Horton

Elizabeth M. Kirby

Jefferson W. Kirby

S. Dillard Kirby

Leigh Kirby Klein

Sandra B. Sherman

Laura H. Virkler

Ms. Laura H. Virkler, Chair, presided and Ms. Diana L. Kostas, Treasurer & Secretary, recorded the minutes of the meeting. Mr. Justin J. Kiczek, Executive Director; Ms. Emily C. Prince, Program Officer; Ms. Liz Crowley, Program Associate; Ms. Gina E. Beviglia, Communications and Program Associate; and Ms. Wanda Miroslava Peguero, Grants Administrator were invited to attend the meeting. The Chair welcomed Mr. Ward K. Horton, Ms. Ashley H. Freedman, Mr. J. Walker Kirby, Jr., Mr. Stark D. Kirby, Jr., and Ms. Jane J. Kirby to the meeting as guests. Mr. Wilson M. Compton was unable to attend due to a prior commitment.

Mr. Kiczek then introduced Mr. Andrew Delinsky, Head of School, The Peck School. Mr. Delinsky expressed gratitude for the long history of support by the Kirby family and informed the Board that The Peck School is entering its 131st year with 354 students enrolled this school year. The Board thanked Mr. Delinsky for hosting the meeting and providing a tour of the campus, and he left the meeting at 2:30 p.m.

The minutes of the meeting of the Board of Directors held April 28, 2023, previously distributed to the Directors, were approved. After a motion was duly made by the Board Chair, seconded and carried, the following resolutions were adopted by the Directors of the Corporation:

**RESOLVED,** that the Board hereby authorizes the members of the Corporation (“Members”) the option to participate remotely in any meeting of the Members or to hold any meeting of the Members solely by remote communication; provided, however, that the Corporation must comply with the requirements for remote meetings of the Members as set forth in Article I, Section 6 of the Bylaws of the Corporation, adopted on September 15, 2023, by the Members; and be it further

**RESOLVED**, that any member of the Board and each officer of the Corporation be, and hereby is, authorized and directed to take such steps as may be necessary or appropriate, to effect the foregoing resolutions; and be it further

**RESOLVED**, that all actions heretofore taken by any of the Members, any member of the Board, or any officer prior to the adoption of these resolutions in furtherance of the transactions contemplated by and approved in these resolutions (including, but not limited to, the execution and delivery on behalf of the Corporation of any and all instruments and documents) and all other actions taken in the name of the Corporation thereby, are hereby ratified, confirmed and approved in all respects.

Mr. Kiczek referred briefly to his Report of the Executive Director and then utilized his agenda time to address how the Foundation was supporting mental health. Mr. Kiczek, Ms. Virkler and Ms. Kirby Klein shared their work on identifying potential organizations in the mental health space worthy of funding and that would honor Mr. F. M. Kirby, III. Ms. Kirby Klein reviewed four potential pillars of mental health support: education; research; direct services; and policy and advocacy. Their research resulted in three potential organizations: Kevin Love Fund; American Foundation for Suicide Prevention; and National Alliance on Mental Illness. Mr. Kiczek shared proposed mental health support for 2024 and beyond and acknowledged that it is a work in process. Ms. Virkler thanked Mr. Kiczek and Ms. Kirby Klein, along with Dr. Compton and Ms. Tiefau for their work. Mr. Jefferson W. Kirby inquired as to whether they preferred to fund one area deeply or fund multiple organizations more broadly, to which Ms. Kirby Klein replied they would prefer to fund broadly while they become more acquainted with the organizations.

Mr. S. Dillard Kirby, Chairman of the Investment Committee, provided an update on committee activities since the last Board meeting. The endowment was valued at $323.9M in the beginning of 2023 and was valued at $340.0M as of September 14th, up approximately 9% year-to-date on a time-weighted basis. The Chairman noted that there was full representation of the Investment Committee at the July 25th Investment Committee meeting which took place in New York City. The Committee visited two managers, PIMCO and J. P. Morgan (JPM). The Committee decided to draw down $3.0M from its JPM Global Allocation Fund holding to address liquidity needs. The portfolio has been modestly de-risked in 2023, via the $8.0M drawn down from two managers: JPM ($3.0M) and Walter Scott ($5.0M earlier in the year). The Committee also discussed a possible placement with Hamilton Lane in private equity markets. Ms. Virkler thanked Mr. S. Dillard Kirby for his report.

Mr. Kiczek noted the new additions to the Grants Reports including an organization background; board endorsement; and the lead program officer. Both Ms. Horton and Ms. Freedman responded positively regarding the changes. Mr. Horton suggested the addition of Inception Date to the report. Highlights on a few grantees from the $75K and under list were made, including Habitat for Humanity – Durham and Orange County (Ms. Crowley); ArtPride (Ms. Beviglia); and Book Harvest (Ms. Prince). Mr. Kiczek inquired if the Board would prefer the Grants Report broken out by program area rather than alphabetically, to which Mr. S. Dillard Kirby replied affirmatively. The Chair then referred the Board to the cumulative list of grants from April 1, 2023 through August 31, 2023 of $75,000 or less approved by management, attached to the Agenda, and asked for ratification thereof. Subsequently, a motion was made and seconded that the list be ratified. The motion was approved.

Highlights of grantees on the referrals list of grants in excess of $75K included Habitat for Humanity, Morris County (Ms. Crowley) and Morristown Medical Center (Ms. Prince). Ms. Horton inquired about the Duke Divinity School grant which is in support of an endowed professorship. The Chair then referred the Board to the cumulative list of grants proposed by the Executive Director from April 15, 2023 through August 31, 2023 in excess of $75,000, attached to the Agenda, and asked for approval thereof. A motion was made and seconded that the list, as provided, be approved. The motion was approved. The above-mentioned lists are attached hereto as part of the minutes.

Mr. Kiczek informed the Board that the Foundation would stay at the 17 DeHart location for the time being and thanked Mr. S. Dillard Kirby for the hospitality. Ms. Beviglia provided an update on Kirby Park. The cost of the fishing pier/accessible pathway is estimated at $250K. The Foundation is considering funding alternatives. The Ann K. Kirby Foundation pledged $500K towards bathroom upgrades at the park. Discussions surrounding the 100th Anniversary Celebration have targeted a Saturday in September 2024 to align with the F. M. Kirby Foundation Board meeting.

Ms. Peguero, who has taken the lead on developing the online grant application process, stated that the Foundation is aiming for a soft launch in Spring 2024. Mr. Kiczek shared a new organizational chart which outlines how the office is currently managed and the program officers and their respective dockets. Mr. Kiczek requested the minutes reflect the Foundation’s deep appreciation for Ms. Linda D’Addario. This was the Foundation’s first board meeting without her help. She worked for the Foundation for 17 years and was the nerve center of the Foundation. It says much about the scope of her work that, in seeking to replace her, two roles were created! The Foundation also bid farewell to Ms. JoAnn Tiefau in August and celebrated her 27 years with the Foundation. Mr. S. Dillard Kirby suggested sending Ms. Tiefau’s video tribute link to the Board. Mr. Jefferson W. Kirby asked to convey the Board’s appreciation for Ms. D’Addario’s service. Ms. Beviglia shared features of the new F. M. Kirby Foundation website.

Ms. Virkler reviewed the Foundation’s Charter Statement for the FMKF Community Advisory Council (CAC). She and Mr. Kiczek spoke with the Delaplaine Foundation as part of their research on community advisory councils. Mr. Kiczek suggested forming the Durham Council first as the staff was more informed in Morris County. The Council would help identify issues and organizations in its community. The Board had several questions as to incentives to serve on the council, number of members, and geographic focus. Mr. Kiczek emphasized that the CAC would be an internal relationship and that he and Ms. Virkler would consult with the Board and staff for recommendations on advisors.

Ms. Sherman, Chair of the Audit and Compliance Committee, informed the Board of the Committee’s decision to rotate audit partners after the end of their seventh year. Ms. MacFadyen of EisnerAmper has served as the Audit Partner since 2019. Ms. Kostas stated that EisnerAmper has a deep bench of not-for-profit partners and that a meeting could be scheduled to discuss details of the transition process.

Ms. Kostas highlighted the remaining site visits for 2023 and handed out the Grants Outstanding list as of September 15, 2023, noting that the Foundation had eighty-one grants outstanding versus ninety-one grants outstanding the same time last year. She also reviewed the tentative 2024 grants budget target of $16.4M. Ms. Virkler reminded the attendees of the next Board meeting to be held on December 8, 2023.

The Chair then excused Ms. Kostas, Ms. Prince, Ms. Crowley, Ms. Beviglia, and Ms. Miroslava Peguero from the meeting at 5:10 p.m. so the Board could engage in a conversation with the Executive Director regarding staffing and compensation updates. At 5:15 p.m. Mr. Kiczek was also excused so the Board could hold a brief executive session, which included family “guests.” The Chair apprised the Board of her ongoing conversations with both the Executive Director and staff to gauge any concerns or feedback. The meeting was adjourned at 5:30 p.m.