

**West Virginia First Foundation
Board of Directors
Minutes of November 13, 2023 Meeting**

Member Attendees:	Other Attendees:
<ol style="list-style-type: none"> 1. Steven Corder (Region 1) 2. Tim Czaja (Region 2) 3. Mayor Tom Joyce (Region 3) 4. Jonathan Board (Region 4) 5. Dr. Matthew Christiansen (Region 5) 6. Dr. Tony Kelly (Region 6) 7. Matt Harvey (Appointee) 8. Jeff Sandy (Appointee) 9. Dora Stutler (Appointee) 10. Alys Smith (Appointee) 11. Greg Duckworth (Appointee) 	<ol style="list-style-type: none"> 1. Attorney General Patrick Morrissey 2. Abby Cunningham 3. Lewis Gianola PLLC, John Bsharah and Roy Cunningham on phone

I. CALL TO ORDER / OPENING REMARKS

- Meeting called to order by Chairman Matt Harvey at 3:00 p.m. Quorum established with 11 members present.
- Chair Harvey changed order of the agenda to move Executive Director Search discussion to top of the agenda.

II. CONSIDERATION OF MINUTES

- Greg Duckworth made a motion to approve the minutes from November 6, 2023 meeting and a second was made by Alys Smith. Minutes were approved by unanimous consent.

III. EXECUTIVE DIRECTOR SEARCH

- Attorney General Morrissey provided additional information on Executive Director candidate to answer previous questions raised by board members and fielded any new questions
- Discussion by board members with AG Morrissey continued
- AG Morrissey left the meeting
- General discussion by the board about Morrissey moving forward with his choice for Executive Director

IV. EXECUTIVE SESSION

- Matt Christiansen made a motion to go into executive session to discuss personnel matters and a second was made by Tony Kelly. Motion approved by unanimous consent.
- Board members discussed personnel matters
- Policy development was discussed.
- Greg Duckworth motioned to leave Executive Session and motion was seconded by Tony Kelly. Motion approved by unanimous consent.
- Motion was made by Greg Duckworth to direct Matt Harvey, Matt Christiansen, and Alys Smith to reach out to the Attorney General’s office concerning the Executive Director’s position. Motion was seconded by Tim Czaja and was approved by unanimous consent by members.

- Jonathan Board left the meeting at this point at 4:00 p.m.

V. DISCUSSION OF ACTION ITEM CHECKLIST

- General discussion was held on items that needed addressed first by the board and an update was given by counsel, John Bsharah.
- John Bsharah said immediate actions will be to have an Executive Director in place, develop a budget, staffing needs driven by the needs of the Executive Director
- Matt Christiansen noted that with the late start of the Executive Director, punch list items could still be handled remotely
- John Bsharah noted that the counsel can begin work on the check list items, RFP's, and Expert Panels
- Matt Christiansen discussed the make-up of the expert panels by regional/geographic and/or subject-matter experts and who these representatives would be, possibly a hybrid model of state and regional representatives.
- Tom Joyce said regional/geographic component needed
- Tim Czaja stated that each member could bring things from their region back to the board
- John Bsharah said to be sure to keep the panels functional

VI. IRS FORM 1023

- Roy Cunningham noted that the Form 1023 creates the Foundation as a 501(c)(3)
- 501(c)(3) status may be granted to the Foundation as a corporate entity
- Discussed requirements of an Investment Policy, Bylaws, how will funds be invested and who will be investing
- Roy Cunningham noted that the board needed to choose an accountant soon to begin work

VII. BANKING INSTITUTIONS

- John Bsharah noted 2 main things right now- RFP for Banking/Accountant and RFP for Investment
- Tom Joyce made a motion for counsel to draft RFP's for Banking Institution, Investing Institution, and Accounting Firm. Alys Smith made a second and the motion carried by unanimous consent.

VIII. OLD BUSINESS

- No old business discussed

IX. NEW BUSINESS

- No new business discussed

X. ADJOURNMENT

- Meeting adjourned. Matt Christiansen made the motion, Tom Joyce seconded, unanimous consent.

- Next meeting of the Board of Directors is scheduled for November 27th at 3:00 p.m. John Bsharah will circulate the date to the members.