



North Dakota National Guard Foundation
Board of Directors Meeting
Minutes – October 4, 2022

Members present for the meeting:

X	President	BG Jackie Huber	X	Director	BG Jon Erickson
X	Vice President	Jeff Miller	X	Director	Mr. Arnie Strebe (V)
X	Secretary	Ms. Janette Fetch	X	Director	Ms. Kilee Harmon
X	Treasurer/Advisor	Ms. Jennifer Scheet		Director	CSM Derek Heck
	Asst. Treasurer	Vacant	X	Director	Col Tad Schauer
X	Advisor (Legal)	Lt Col Michelle Hagel (V)	X	Director	Brig Gen Bob Schulte
X	Advisor (Legal)	Murray Sagsveen		Director	Lynn Bargmann
	Advisor (ND Cares)	Ms. Michelle Panos		Director	Vacant
	Director	Mr. Jeremy Olson			

GUESTS:

Shirley	ND Military Museum Sub-Committee
MG Dohrmann	The Adjutant General

Welcome/Opening Remarks – BG Huber and MG Dohrmann.
Meeting was called to order by Jackie Huber at 5:00 p.m.

MG Dohrmann:

Thanks to the team for coming up with the idea of conducting the feasibility study. The briefing from PACE was very positive. Communications between this board, OTAG Office and PACE are important as we move forward with the museum.

We have a meeting with OMB on 24Oct22 on the budget and state match.

BG Huber:

Board announcements: Save the date for 6Dec2022 – Legislative Reception at the Army Aviation Facility at 5:30.

OFFICER REPORTS:

Secretary's Report

1. Discussion last meeting about vacancies and recruiting, getting the right people in the positions the board needs. Targeting the vacancy and recruiting the person that would best fill that position.
 - Board member, Murray Sagsveen, suggested asking David Hogue from the Senate to balance out the board with Jeremy Olson in the House. The foundation would then have a champion on both houses of the legislature as we move forward. Murray will talk to David Hogue to see if he is interested.
2. The current Finance Committee is made up of Jackie Huber, Jennifer Scheet, Jeremy Olson, and Derek Heck. Murray Sagsveen will help on this committee.
3. Policies Handbook is something this board should have.
4. Donation Publicity Discussion: Lynn can help in this area if her schedule allows her to assist.

5. Board Members on multiple committees. Some people may want to help on a committee, but not be on the board.
6. Website link is in the minutes, this is just a shell. Content needs to be discussed and added.
 - Foundation Domain Discussion: Where are we at with the domain name? ndngfoundation.org is under godaddy. The switch is normally an easy one. The originator has passwords that are no longer valid and the authentication codes go to a phone number that is no longer valid. The only person that can push the paperwork through is the originator of the godaddy set up. Janette and Russ Zuraff have been working with Holly Gaugler. Once that paperwork is correctly submitted, Russ Zuraff can help assist with the next steps to get the domain transferred over. We want to stay with the current domain rather than switching to a different name so we will continue to work with Holly and godaddy. Jennifer Scheet just received an automatic withdrawal payment for godaddy annual fee of \$100.00 or so.

Motion to approve the minutes was made by Bob Schulte, second by Tad Schauer. Motion carried.

Treasurer's Report

1. Activity: Youth Camps (steam camp, fish camp, military adventure camp) and SOS Remembrance Weekend. Survivor Outreach and Youth Camps all came under the budget asks this year.
 Remembrance Weekend: \$9400.00
 TAPS: just under \$4,000
 Youth camps: just over \$18,000
 SOS: 15,000 authorized and spent \$9400.00
 Youth Military Camps: 20,000 and spent 18,300
2. Very few donations coming in, very typical for this time of year. This will increase once the mailer is sent out.
3. Investments continue to go down. In August they went down 20,000. Anticipated we would be positive by 35,000 in investments, but we are down 100,000 at this point.
4. PACE contract report: Today's presentation is what triggers the final payment to PACE. We have the invoice for payment. \$10,335.00.

Motion to approve the budget report was made by Jeff Miller, second by Bob Schulte. Motion Carried.

OLD BUSINESS

1. Cramer Chevrolet Event: Derek Heck and MG Dohrmann attended this event. We have not heard what dollar amount will be donated. This year they are sharing the donation with other veteran programs. Cramer Chevrolet will be receiving one of our Office of the Adjutant General Awards at the Governors Ball this spring. It is called the Bridge Builder Award. Cramer Chevrolet does not know they are receiving this award at this point, and will be getting a notification down the road.
2. Endowment Option:
 - We were going to reach out to Mike for a discussion and the finance committee needs to meet on it. The finance committee would be in charge of this project. Do we have to set up a meeting for the Finance Committee?
 - We need to look at the By-Laws.
 - This needs to get done especially after the PACE Briefing today, it seems clear that those funds will be able to be raised for this project.
 - Set up a general endowment rather than specify just for operations. If a donor specifically donates to the museum, it will go into that account. If not, it will go into the general endowment. If someone donates more than \$5,000 they get a tax credit.
 - When talking about endowment fund, we have to be careful. If it goes into the endowment fund, that principal can never be spent, just the interest. The endowment fund does take a

while to build up, once it is big enough you can do some impactful things with it. When we bring that money in, we don't want to put it into the endowment fund, we want to put it in a special fund to be used for the museum.

- We need to get the final paperwork set up with the language in the by-laws and the investment and spending policy.
- We will need Donor Agreements

Endowment Committee: Kilee Harmon and Murray Sagsveen will work on the endowment.

- Question: Raising money for the museum, do you see the endowment getting funded in the near term? There are many variables. In excess for the building cost, that money can be put into the endowment. We can add the endowment option in the future mailer to give donors a smorgasbord of options. This would continue to fund all of the other programs we are giving dollars out to each year.
- The donors will want to know about continual operations rather than taking from state money, something that will offset the cost of operations.

3. Governance Committee Concept Follow Up:

- Policy Handbook Discussion. The minutes need to be gone through and capture the motions the board approved that have permanency. In a normal situation, motions are made, typed in the minutes, filed in a book and forgotten about. Motions that are policy oriented should be pulled out of the minutes and put into a handbook so everyone on the board knows what the policies are. The secretary has the minutes from the past three years and Jennifer Scheet has a lot of paperwork from when Holly Gaugler was part of the foundation board. We have three level of policies:
 - Articles of Incorporation filed with the Secretary of State
 - By-Laws
 - Board Approved Policies
- We can find the Articles of Incorporation, and we can find the By-Laws, but we cannot find the Board Approved Policies because they are in the minutes somewhere.

NEW BUSINESS

A. Board of Directors and Officer Elections:

- **Board of Directors:** Derek Heck and Tad Schauer are retiring, with the option of staying on the board. Do the positions that Derek Heck (SCSM) hold and Tad Schauer (DOSA) hold get replaced on the board by their position they hold in the Army and Air National Guard? According to the By-Laws, yes. Positionally, it makes sense for their replacements to be on the board because of their background with ERF. You need to have access to the systems, so the need for them to be in the military is key so they can do the background work needed for the ERF requests. Vacancies: Murray Sagsveen mentioned David Hogue and Arnie Strebe has two people (military) that he mentioned last meeting having the skillset for the board, but is it what we are looking for? We have a minimum number of board members required but there is not a maximum limit.
 - *Motion to keep the board of directors as is now, with the caveat the State CSM and the DOSA are nature of military assignment to help with ERF. Motion made by Jeff Miller, second by Janette Fetch. Motion Carried.*
- **Officer Elections:** *The motion was made to keep the current slate of officers. Motion was made by Tad Schauer, second by Janette Fetch. Motion Carried.*

B. Brochure Review:

- The old brochures was handed out. The pictures will be replaced. Do we want to add anything on the museum in the brochure? No hold off. This brochure should be ready to send out the first week of November. BG Jackie Huber will write a letter that goes along with the brochure.
- The mission on the back of the brochure talks about the foundation promoting patriotism and military heritage by providing the general public with information and education about the mission and function of the National Guard and the Armed Forces. So, not adding the museum specifically on the brochure this year.
- This brochure has been the bread and butter for Emergency Relief Fund (ERF) and Survivor Outreach Services (SOS). Maybe down the road, we can do a separate brochure for the museum or get the information out some other way through PACE.
- The Capital Campaign for the Museum is a corporate fundraiser
- The individuals receiving this mailer are those that donated prior years and the list purchased. A totally different audience.
- Last year we took off the specific options for the donor to donate so the funds could support where needed. In the future, we are going to want the endowment option added on the brochure – if we add the museum to the brochure.
- Do we need to discuss this with PACE before sending out the mailer? No. Kilee was concerned about the timeline if PACE was also going to be sending something out. But, the people PACE are going to be reaching out to are the big major donors.
- Next year will be a discussion to add the museum.
- Question: Why is the V – veterans taken off the first block “North Dakota Service Member and Family Support”. We did take that off just that block last year. We can add that back on because it is stated that way on the back under OUR MISSION.
- Question: Will this QR code still work if the new website becomes active? Yes, but will check with Mr. Russ Zuraff.
- Jeff Miller would like copies of the new brochure for Arizona retirees.
- NDNG Foundation and the Veterans Cemetery used to be together and are now a separate foundation. It was all under the Militia Foundation for one purpose and the Veteran Cemetery has a distinct mission. They both have two separate purposes/missions.
- Would the museum want to do that as well?

C. **Mission/Vision Statement.** The foundation needs a Mission and Vision Statement. We need to look at this in the near future for the foundation. Bob Schulte found something on guide star that give the foundation mission. Mission is to provide support to ND National Guard soldiers and families. (The Air NG is not annotated on there at all). How does that get on this site? Probably off the 990. We need to relook what we are putting on the 990 what our mission statement is.

D. Do we want to approve PACE Fundraising to continue with the Museum Capital Campaign?

Original Motion:

A motion was made for the foundation approve PACE Fundraising to move forward with the fundraising project for the military museum for the ND National Guard. The motion was made by Jeff Miller and second by Bob Schulte. Discussion below motion.

Amended Motion:

The original motion was amended to approve PACE Fundraising to move forward with the fundraising project for the military museum for the ND National Guard once the memorandum of agreement is

written in the next 5-10 days, then push out a vote to the NDNG Foundation board via email rather than wait until a board meeting.

Original and Amended Motion was withdrawn by Jeff Miller due to discussion of the board

New Motion:

Motion was made to Approve PACE Fundraising to continue with the Museum Capital Campaign pending a written agreement between OTAG and State Historical Society of North Dakota. This motion was made by Jeff Miller, second by Tad Schauer. Motion Carried

Note: Once the agreement is written and signed, the NDNG Foundation wants to move forward with the Capital Campaign.

Discussion on PACE Fundraising and Museum:

- PACE has definitely got the experience that we don't. We need to work close with the State Historical Society of North Dakota Foundation before we start any campaign to make sure their name is listed in collaboration with the foundation name. In the briefing, PACE briefed the National Guard has a good reputation, but what are they doing operating a museum. We have to dual hat all the fundraising activities with the State Historical Society Board or Foundation to legitimize the entire project.
- PACE made that clear in the presentation that they will ensure that message is very clear.
- Can the foundation be refunded the cost of hiring PACE for this next step, or can it come out of the fundraising dollars? That would be part of the budget for the campaign. It would have to come out of the general fund dollars for now. We need to find that language in the initial feasibility paperwork received by PACE.
- Does the State Historical Society have some skin in the game? They are going to be operating it and we are going to be raising the money. They already have an established foundation that has experience raising money so to avoid confusion between the two foundations, all the fundraising activity needs to say both foundations. That is where the Fundraising Committee will come in for the collaboration between the two foundations.
- The NDNG Foundation approved the Feasibility Study, which was step one. Now to move on to step two, do we ask the State Historical Society for their assistance? We need to have a united front on this whole project. NDNG Foundation cannot proceed on its own, it has to be a collaborative effort at all levels so before the campaign starts there needs to be some sort of agreement between Historical Society Foundation, The Historical Society, the NDNG, and the NDNG Foundation. Is there a subcommittee already doing this? This will be the Joint Planning Group between the OTAG and Historical Society, nothing has been done until we received the results of the feasibility study and budget approval. Bill Peterson was at the PACE briefing with his support of the Historical Society with the understanding that the NDNG Foundation would raise the money for the building and the Historical Society has agreed to take on the project.
- The money comes into the NDNG Foundation checkbook. Who is the general contractor for this project? The State Historical Society. Who leads the charge on the construction? DFE drew up the renderings of the museum.
- Not approved through the Governors Office yet, but in the OTAG budget, we have asked for increased fundraising authority and a state match of half. We are going in asking for a total of 40 million dollars - 20 million dollars will be fundraising and 20 million dollars will be state match. We have not had our meeting with the Governor yet, that meeting is taking place on the 24th of October.
- Do we have to wait until after the Governors meeting on the 24th October before we pursue moving forward with PACE? Do we need to wait until this committee has their first meeting to

determine if we continue with PACE? Or was it the assumption that if we want to move forward and then this committee starts meeting? That is correct. There are key staff members on the Historical Society that have already been identified and will be part of the joint planning group who are waiting for us to hit “go”.

- This continuation with PACE. What are we asking them to do? They will be contacting the donors and letting them know this project is moving forward. PACE will help coordinate those committees. We need to keep the momentum going with the donors that have already given a commitment to donate to this project.
- Project Manager and Contractor. This has not been figured out yet. It is not a foundation task. We have an interest in it, but it is not our project. The foundation is the bill payer.
- The foundation is the fundraising mechanism for this project. We can collaborate and leverage some of the experience from the State Historical Foundation because they have been through this. The State Historical Board operates the museum and the State Historical Society of ND Foundation is the money arm (fundraising).
- This whole project does not move as fast as in the civilian sector. You have the State Historical Society piece, the OTAG piece, the NDNG Foundation piece. WE cannot finalize anything until the State Historical Society and the OTAG has authority. For us to get authority, we have to show this is possible. We need legislative authority and we need to be able to talk that piece to the legislation that this is a feasible project.
- OTAG has a vested interest in this museum is the one driving this. The Heritage Center has a lot of rules and stipulations on what the exhibits would be, they wanted to take over the operations and we want to give it to them. We received a letter of support from the Historical Society for this project. The agencies are synced up to some degree but we have to get all these pieces formalize and we can't to that until session. We do not have enough authority to go and spend the money nor do we have the money to spend. Legislature approved fundraising authority up to 10 million. After we get donations, legislation has to approve us to spend them? Does legislation have to approve us building this? We want to go into legislative session with soft agreements for donations (soft asks).
- We have verbal commitments/agreements between the different boards, we need to get them in writing before we start asking for all this money. The Memorandum of Understanding (MOU) will be written without too much detail emphasizing collaboration with either the Historical Foundation or Historical Board wo we do not step on any toes.
- Does the foundation have the mechanism to funnel that much money through or should we have an agreement with the State Historical Society Foundation? We don't need legislative approval for funds that come into the NDNG foundation. The fundraising committee that PACE talked about in the briefing will be part of this solution. Who are the three foundation board members that will be on this fundraising committee? Jeremy Olson has an interest in this position and wants to connect with PACE.
- Several agreements need to be made:
 - OTAG and Historical Society agreement
 - OTAG agreement for employee support
 - Inter organization agreements between foundation and foundation – to make sure that everybody is agreeing to the same thing
 - Adjutant General and NDNG Foundation - because we are raising the money to hand over to the Adjutant General at a certain time
 - Donor Agreements - accepted donation with a contingency. If museum is never built, this money will be returned.

- Encourage agreements between the organizations.
- PACE is going out and getting the money, they are giving the money to the foundation, the foundation is going to be holding the money in trust so that if something happens you are going to pay it over or is something doesn't happen you are going to return it
- We are at the very beginning of a lot of things and now that the concept is starting to firm up there has to be a lot of written agreements that will likely change as time goes on. Bill Peterson will want to do a lot of things but he is not going to do it for free. They are understaffed, so where is the staffing going to come from. They are going to expect support for FTE's at the legislative ask.
- The actual structure on state land and attached to a state facility, the staffing - who is hiring and managing the people and who is paying for all of that, who owns the exhibits?
- Who does the accounting for us? Jennifer. There is another level of accounting, we might need to get a non profit professional to help with finances. That has been a discussion. Gifts with contingencies - Pledge agreements (990), etc. Brady Martz is an expert non profit contact. That has to be part of our budget moving forward with this. Would this be the finance committee to research this.
- A state agency can only do certain things with money. An Example is Universities have a foundation to accept grants and do things that state agency can't do. Executive directors of agencies go to foundations and say we would like to do this project but we don't have the money will you give a grant.
- What is the agreement between the organization we are handing the money over to? Do we hold back the funds for the cost of the feasibility study and capital campaign?
 - *A motion was made that it is the intent of the NDNG Foundation to withhold all costs associated with fundraising for the capital campaign from campaign donations. Motion was made by Tad Schauer, second by Jeff Miller. Motion Carries.*

COMMITTEE REPORTS: Due to time, we will skip the committee reports until next meeting

- ERF/TAPS
- Strategic Planning/Search
- Donor Recognition
- ND Military Museum
- Website/Social Media

Next Meeting

Next meeting will be the beginning of November 2022.

- PACE will join us in person or zoom for our next meeting
- SMFS/G-1 will present their FY-23 projects at our next meeting
- Financial update will be given by Mike Daffinrud

Closing Remarks:

A meeting with PACE via zoom will take place within the next two weeks

*Motion to adjourn meeting was made by Janette Fetch, second by Jennifer Scheet. Motion Carries.
Meeting Adjourned at 7:30 p.m.*

Janette Fetch, Secretary

Jackie a. Huber, President