



Kalamazoo
Foundation for
Excellence

Agenda FFE Executive Committee

Monday, September 8, 2025 3:00 PM

Kalamazoo City Hall – 241 West South Street

A. CALL TO ORDER

1. Roll Call
2. Approve Agenda

B. APPROVAL OF MINUTES

1. Approve the March 31, 2025, minutes.

C. REPORTS AND COMMUNICATIONS

1. (No Action) Board Director Compensation
2. (No Action) Robert's Rules of Order
3. (No Action) 2025 Quarterly Operations Update

D. REGULAR AGENDA

1. Recommend Policy Updates to the Board for Approval
2. Recommend the September 22, 2025, Board meeting agenda.

E. PUBLIC COMMENTS

F. BOARD MEMBER COMMENTS

G. ADJOURNMENT

General information about the Foundation for Excellence (FFE) including board meeting schedules, meeting agendas and minutes, bylaws, and much more can be accessed at: <https://www.kalamazoocity.org/ffe>.

Agendas and previous minutes and video streams for FFE meetings are available directly at: <https://kalamazoomi.civicclerk.com/>.

Questions regarding agenda items may be answered prior to the meeting by contacting the FFE Manager at 269.337.8047 or ffe@kalamazoocity.org.

KALAMAZOO FOUNDATION OF EXCELLENCE

PUBLIC COMMENT RULES

1. Persons attending a regular or special meeting of the Board of Directors of the Kalamazoo Foundation for Excellence shall be permitted to address the Board in conformity with this rule and the Michigan Open Meetings Act.
2. An individual wishing to address the Board shall wait to be recognized by the presiding officer.
3. A person addressing the Board shall provide their name and whether they are a resident of the City.
4. Remarks by a speaker shall be confined to matters within the purview of the Board and KFFE.
5. The chairperson of the meeting or a majority of the Board in attendance may permit individuals to speak once, for up to four (4) minutes, on specific matters being considered on the meeting agenda of the Board, except no comment is permitted on secondary or procedural motions to a main motion.
6. A speaker is permitted to address the Board once during the Public Comment portion of the meeting for up to four (4) minutes.
7. A speaker is not permitted to yield any unused portion of speaking time to other speakers.
8. A speaker may be ruled out of order for conduct that interrupts or disrupts the meeting.

Updated October 23, 2023

**KALAMAZOO FOUNDATION FOR EXCELLENCE
BOARD OF DIRECTORS
EXECUTIVE COMMITTEE**

MINUTES

Meeting of March 31, 2025

A. Call to Order

1. The meeting of the Kalamazoo Foundation for Excellence (KFFE) Executive Committee was called to order at 3:10 p.m. in the Community Room of City Hall by President Calderon-Huezo.
2. Roll Call. President Calderon-Huezo, Secretary Bostrom, Treasurer Balkema, and Directors Bogan and Parker were present. Vice President Ritsema was excused. A quorum was present.
3. Approve the Agenda. Director Parker Moved and Secretary Bostrom seconded a motion to approve the agenda with the addition of Director Compensation as topic C.1. The motion was approved by unanimous voice vote.

B. Approval of Minutes

The draft minutes of the January 27, 2025, meeting were moved for approval by Treasurer Balkema and seconded by Director Bogan. The motion was approved by unanimous voice vote.

C. Reports and Communications

Board of Directors Compensation. The July 2024 staff memo was reviewed and Directors discussed the topic in depth. A memo from Treasurer Balkema was also reviewed with a potential stipend structure. Staff stated that the next process would be review by FFE legal counsel to understand the topic in depth, which may include a special Executive Committee meeting being required. Staff will begin the conversation with counsel.

D. Consent Agenda

E. Regular Agenda

1. Policy Review: Secretary Bostrom made a motion to move the item to the September 8 Executive Committee meeting, which Director Parker seconded. Policy reviews from Directors to Staff will be July 1 for final drafts returned to Executive Committee. The motion was approved by unanimous voice vote.
2. Approve April 28, 2025, Board agenda. Director Parker moved and Treasurer Balkema seconded to approve the agenda, including a recommended slate of Officers. The motion was approved by unanimous voice vote.
 - i. Dr Andrea Bostrom, President
 - ii. James K Ritsema ICMA-CM, Vice President
 - iii. Mary Balkema, Treasurer
 - iv. Jamauri Borgan, Secretary

F. No public comments.

G. No board comments.

H. President Calderon-Huezo adjourned the meeting at 4:04 p.m.

The next meeting is scheduled for Monday, September 8, 2025, at 3 p.m.

Minutes Drafted: March 31, 2025.

Minutes Approved: _____

Steve Brown, Recording Secretary

DRAFT



Kalamazoo
Foundation for
Excellence

FFE Executive Committee Staff Report

TO: Foundation for Excellence Executive Committee

FROM: Steve Brown, Executive Director

DATE: September 8, 2025

SUBJECT: (No Action) Board Director Compensation

RECOMMEDATION:

(No Action) Board Director Compensation

BACKGROUND:

Draft memo of 9.8 FFE Executive Committee

The topic of compensation for members of the Foundation for Excellence Board of Directors (the “Board”) was taken up at the March 31, 2025, meeting of the Executive Committee. Staff’s 2024 memo on the topic was presented again along with the history of the topic in discussions at the FFE Board Meeting. The recommendation was to remain a volunteer board with the existing option to have reasonable expenses reimbursed per the adopted policy, which is the best practice for all non-profit boards. The minutes of the Board’s March 31 meeting reflected this decision, but the Board directed staff to further explore the topic with FFE Board Attorney and administrators.

Following the requested conversations with counsel and the CFO there is strong and continuing consensus to remain as a volunteer board. Among the decisive factors, remaining volunteer is the industry best practice; Internal Revenue Service (“IRS”) considerations including additional IRS scrutiny; it aligns with the practices of all City boards except City Commission; consistency with the FFE’s charitable mission; the perception of the community needs to remain that board members are entirely motivated by service. Furthermore, the annual time requirements to review materials and attend meetings for board service ranges from approximately 12 hours for most directors to 20 hours for committee members and 40 hours for the president.

Staff acknowledge that Directors with limited financial resources may encounter greater

challenges in fulfilling their duties, however over the past eight years, such circumstances have not significantly limited directors' ability to serve to the level that would require a fundamental rethinking of the FFE's articles of incorporation and bylaws.

Potentially helpful topics to explore in this area are changing meeting days or times to ensure attendance is easier , moving committee meetings away from City Hall to a location with free parking, and offering some form of official acknowledgment for employers of the crucial civic role that FFE volunteer Directors play in making Kalamazoo a better community for everyone in order to ensure smooth scheduling for meetings during work hours.

In closing, administration review concludes that once all factors are considered, the current structure and policy tools are optimal.



MEMORANDUM

Date: June 14, 2024
To: The FFE Executive Committee
From: Executive Director
Subject: Research Regarding Potential for Initiating Board of Directors Compensation

Summary

“Charities should generally not compensate persons for service on the board of directors except to reimburse direct expenses of such service. Director compensation should be allowed only when determined appropriate by a committee composed of persons who are not compensated by the charity and have no financial interest in the determination. Charities may pay reasonable compensation for services provided by officers and staff. In determining reasonable compensation, a charity may wish to rely on the rebuttable presumption test of section 4958 of the Internal Revenue Code and Treasury Regulation section 53.4958-6.” *The International Journal of Not-for-Profit Law, VOLUME 10, ISSUE 1*

FFE Bylaws

Section 4.13 Compensation of Directors. A Director, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, receive reasonable reimbursement for actual, reasonable, and necessary expenses incurred by the Director in his or her capacity as a Director. A Director may also be compensated for duties or services he/she performs that are beyond the scope of his/her duties as a Director with the payment being subject to the provisions of Article VIII below.

Section 5.07 Compensation of Officers. No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for actual, reasonable and necessary expenses incurred in his or her capacity as an Officer.

Existing FFE Resources

Expense Reimbursement Policy (Approved May 23, 2018)

Resources Consulted

International Center for Non-Profit Law: The International Journal of Not-for-Profit Law

<https://www.icnl.org/resources/research/ijnl/good-governance-practices-for-501c3-organizations-should-the-irs-become-further-involved-2>

National Council of Nonprofits: Can Board Members Be Paid?

<https://www.councilofnonprofits.org/running-nonprofit/governance-leadership/can-board-members-be-paid>

Nonprofit Law Blog: Compensating Nonprofit Board Members

<https://nonprofitlawblog.com/compensating-nonprofit-board-members/>

(ASAE) The Center for Association Leadership: Should Board Members of Nonprofit Organizations Be

Compensated? https://www.asaecenter.org/resources/articles/an_plus/2015/december/should-board-members-of-nonprofit-organizations-be-compensated

Internal Revenue Service <https://www.irs.gov/pub/irs-pdf/p15b.pdf>



Pros and Cons

Reasons to compensate board members:

- Compensation promotes economic diversity, giving members an opportunity to serve who might otherwise be unable to do so.
- Compensation promotes professionalism rather than amateurism.
- Compensation attracts the most qualified and able individuals.
- Compensation awards, in a tangible way, valuable personal time and contributions.
- Compensation promotes more risk taking.
- Compensation stimulates better attendance at board and committee meetings.
- Compensation holds board members more accountable for performance.

Reasons not to compensate board members:

- Board members are thought of as volunteers.
- Donors and members expect their monies to be spent on services.
- Members are willing to give of their time and of themselves to further a cause.
- There are no stockholders.
- Nonprofits are organized and operated to serve a mission.
- Boards that pay members could discourage volunteering.
- Boards that pay members could discourage charitable giving.
- Boards have the fiduciary responsibility of managing the organizations' funds.
- Boards that pay members could be considered the same as staff.
- Boards will not want to risk losing the protective status offered in the Volunteer Protection Act.

The organization's culture, funds, members, donor expectations, and the image it wishes to portray will all factor into the decision whether to compensate board members. If you pay board members or plan to pay them in the future, consider these tips:

- Establish policies with clear objectives and indicate how compensating the board of directors will benefit the organization.
- Determine what compensation is considered reasonable and review the compensation regularly.
- Determine which board members will be compensated (the chair, board officers, or all board members).
- Determine how the compensation will be structured (i.e., flat fee, retainer, per diem, formula), how it will be distributed, and the tax implications.
- Determine how much each board member will be compensated and whether the chair will be paid more than others.

Careful attention to legal requirements and the details of any payment arrangements will ensure that nonprofits make informed decisions and set responsible policies for board compensation.

The Center for Association Leadership: Should Board Members of Nonprofit Organizations Be Compensated?



Kalamazoo
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FFE Executive Committee Staff Report

TO: Foundation for Excellence Executive Committee

FROM: Steve Brown, Executive Director

DATE: September 8, 2025

SUBJECT: (No Action) Robert's Rules of Order

RECOMMEDATION:

(No Action) Robert's Rules of Order

BACKGROUND:

With guidance from FFE counsel, the Executive Committee will review and refresh understanding of meeting operations using Robert's Rules and prepare for the same work to be done at the September Board meeting.

Robert's Rules of Order

Role of meeting chair (in our case, the president)

1. Calling the meeting to order on time
2. Announcing the business before the group in the order noted on the agenda
3. Determining the presence of a quorum
4. Recognizing members who want to speak
5. Processing all motions
6. Expediting business
7. Ruling on points of order
8. Conducting the meeting in a fair and equitable manner

Notes:

- The goal of following Robert's Rules is to protect the rights of the minority, ensure legality and expedite business.
- Chair should remain neutral, not making motions and not debating. If chair participates in the debate, he or she should relinquish the chair's position until after the vote.
- When the meeting strays from the business item being addressed, the chair needs to bring the focus back to the specific motion, even if it means interrupting a speaker.

Making a motion is a six-step process:

1. Member makes a motion.
2. Another member seconds the motion.
3. The chair states the motion, formally putting it before the group.
4. The members discuss the motion.
5. The chair puts the question to a vote.
6. The chair announces the results of the vote.

Debates and decorum

- After a motion is made, the floor is open for debate.
- The person making the motion has the right to speak first.
- Each speaker needs to be recognized by the meeting chair.
- Ideally, speakers should alternate between those in favor of a motion and those opposed.
- Each speaker is given a specific time limit to present his or her argument, usually 10 minutes. {Our meetings typically don't have the luxury of time, so this may be too long.}
- A longer time can be given, if approved by a two-thirds vote.
- A person who hasn't spoken out yet gets precedence over people who have already spoken to the motion.
- No speaker can speak more than two times.
- Maker of the motion (or the chair) calls for closure of the debate after everyone who wishes to speak has been heard. If someone calls the question before that, the group must vote on whether to end debate (no discussion). A two-thirds vote is required to end a debate.
- To keep the discussion focused on the motion, avoid discussing personalities of the people involved, questioning the motives of other members, making derogatory remarks, including name calling.



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FFE Executive Committee Staff Report

TO: Foundation for Excellence Executive Committee

FROM: Steve Brown, Executive Director

DATE: September 8, 2025

SUBJECT: (No Action) 2025 Quarterly Operations Update

RECOMMEDATION:

(No Action) 2025 Quarterly Operations Update

BACKGROUND:

The attachment to this item tracks progress toward annual action items and is presented for committee review and discussion as needed. No concerns currently exist, but several items are still developing as noted in the list:

- Donation management software can be reassessed leading up to the midyear 2026 renewal;
- Any action to increase the budget to include a new area for communications consulting would require Board action;
- Investment Subcommittee succession planning is an ongoing conversation.

The final update will be presented at the regularly scheduled December committee meeting.

2025 Annual Work Plan

Topic	Definition	ACTION	TARGET	Status	Notes
Budget/ing	Fundamental necessity for sound and prudent planning and operations	Budgeting in context to the phasing out of ARPA resources for the City could create challenges in expected program support. Emphasize FFE Bylaw required Aspirational investment areas in budgeting process.	Q1 and Q2, Year-long	On Track	
Endowment Risk Management	Prudent long-term management requires anticipating the unanticipated	Investment Subcommittee will recommend further allocation diversification for needed Finance and Board attention.	April Board meeting	Oh Hold	Pending ongoing conversations.
IK 2025/2035	The City's guiding plan for FFE-funded investments	As IK 25 concludes reporting will be needed and continual improvement learning to integrate with IK 35 in collaboration with City staff.	Year-long	Ongoing	
Board of Directors & Organizational Resiliency	Prudent long-term management requires hardening and testing the organization	Founding director term limits and transitions will lead to escalated rates of change in Board personnel and requires training and attention.	Q1 and Q2, April Board meeting.	Ongoing	
Aspirational Program Impact Data Analysis	Necessary for meaningful program assessment as well as the Case for Support	2024 data creates first three-year trend info for basis of continual quality improvements and ongoing metric system improvement.	Q1 preparation for 2026 budget special request process with City.	DONE	
Aspirational Program Impact Data Collection	Necessary for meaningful program assessment as well as the Case for Support	Improve previous year KPIs based on new trend data and include some project management phase information for multi-year projects.	Q1 prep, year-long	Ongoing	
Transparency	An informed and trusting public are important to smooth operation	Leverage interactive FFE Investment Map, Newsletter, Annual Report, and new City View newsletter more than in previous years	Dec/Jan	Planned	
Endowment Sustainability	Basis of FFE and must exist in perpetuity	Critical monitoring of endowment performance relative to long-term outlooks and adjustments.	Q1 and Q4	Ongoing	
Executive Development	Constant learning is needed to maintain critical skills	Annual continuing education opportunities esp. in areas of effective management, finance, communications, and innovation.	ICMA (Feb), DFA (April)	On Track	
Fundraising Technology	Maximizes efficient raising of funds for a modern donor base	Choose a simpler technology for retail level donation and vacate current contract.	TBD	On Hold	6/22/26 contract renewal date.
Investment Subcommittee (FFEIS)	The Body responsible to the Finance Committee that conducts business pursuant to FFE Investment Policy Statement	Make succession plan in collaboration with members to fill vacancies that leads to better FFE outcomes in the form of stability and security.	Contribute to pipeline of candidates with process and networking assistance to FFEIS	Ongoing	
Policies (including Bylaws and Articles)	Policies are necessary documents to guide decisions and proper behavior in key areas of operation	Work with Board post-April meeting to review policy roster per best practice every 5-7 years.	Q2 and Q3, September Board Meeting	On Track	
Operations Dashboard	An (automated) gathering in of crucial data in core areas of FFE operations and service that generate quick insights and signals to leaders for planning and action.	Stand up a dashboard of broad operations and program data to afford critical multi-year data in one place for strategic planning and periodic review by staff and Board.	Q1 and Q2	Ongoing	
Communications and External Relations	Fundamental duty to convey crucial information to the City and general public	2026 Communications Budget and RFP planning for external Communications supports.	August Committees	On Hold	Board Decision



Kalamazoo
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FFE Board of Directors Staff Report

TO: Foundation for Excellence Board of Directors

FROM: Steve Brown, Executive Director

DATE: September 8, 2025

SUBJECT: (No Action) 2025 Aspirational Project Progress Report

RECOMMEDATION:

(No Action) 2025 Aspirational Project Progress Report

BACKGROUND:

The regularly scheduled progress report for FFE-funded Aspirational projects is attached.

2025 FFE Project Summary

Project Details									
Dept	Project Name	Carryover FFE Funding	ARPA Funding	2025 FFE Funding	Other Funding	CIP Funding	Total Funding	Progress To Date	Updates
CPED	SPK High Impact Fund - TriCare (3/15/2026)	\$65,000	\$0	\$0	\$0	\$0	\$65,000		
PS	Neighborhood Tree Maintenance	\$80,663	\$0	\$0	\$0	\$0	\$80,663		Work underway, but will occur this fall.
PS	Tree Planting (Carryover transferred to maint)	\$0	\$0	\$0	\$0	\$0	\$0		Work underway, but will occur this fall.
PS	Portage Street Shared Use Path (SS4A Match)	\$41,941	\$0	\$0	\$0	\$0	\$41,941		No concerns - just moving slowly.
PS	Sidewalk Snow Clearing Pilot	\$53,294	\$0	\$0	\$0	\$0	\$53,294		Needs funds for upcoming winter - will be fine for 2025.
CMO	Youth Mobility Fund	\$78,677	\$0	\$0	\$0	\$0	\$78,677		Successful 24-25 school year and plans underway for fall 2025.
CPED	BDF CanDo Business Incubator	\$100,000	\$0	\$0	\$0	\$0	\$100,000		Fully expended, city office housed, educational series this fall.
CPED	Green Affordable Housing (Energy Audit - Elevator)	\$112,075	\$0	\$0	\$0	\$0	\$112,075		Elevator Efficiency Upgrade complete; KNHS Energy Audits on track.
CPED	Dangerous Building Demolition	\$39,297	\$0	\$0	\$0	\$0	\$39,297		\$21,300 is underway and will be complete by December.
CPED	IKE&O Planning Imp and Engagement	\$71,039	\$172,892	\$0	\$0	\$0	\$243,931		Plans for IK events this fall to utilize remaining funds.
CPED	Capacity Building Small Business Support	\$0	\$25,000	\$50,000	\$0	\$0	\$75,000		
CPED	322 Stockbridge - Continued Planning	\$50,877	\$50,000	\$0	\$0	\$0	\$100,877		Scope of work on track - all funds to be encumbered by September.
CPED	Critical Code Repair	\$0	\$0	\$138,000	\$0	\$0	\$138,000		
CPED	Housing Development Fund (Loan Pool)	\$0	\$810,000	\$1,706,000	\$0	\$0	\$2,516,000		
CPED	HomeShare Pilot Program	\$0	\$0	\$80,000	\$0	\$0	\$80,000		
CPED	HDF Site Acquisition	\$385,658	\$0	\$0	\$0	\$0	\$385,658		Requires legal consultation that takes time.
CPED	HDF Pathways Lease Purchase	\$25,000	\$0	\$0	\$0	\$0	\$25,000		See Sharilyn's Notes Below
CPED	HDF Housing Pre-Development	\$141,778	\$0	\$0	\$0	\$0	\$141,778		Housing plan done in September, plans for action in 2026.
CPED	HDF Lawrence Properties	\$104,262	\$0	\$0	\$0	\$0	\$104,262		
CPED	Clearing Clouded Titles	\$9,734	\$0	\$0	\$0	\$0	\$9,734		No funds spent, none requested.
PR	MyCITY Summer Youth Employment	\$0	\$0	\$619,000	\$0	\$0	\$619,000		
PR	Counselor-In-Training Program	\$0	\$0	\$24,000	\$0	\$0	\$24,000		On track - no concerns.
PR	Youth Action Council	\$0	\$0	\$15,000	\$0	\$0	\$15,000		On track - no concerns.
PR	SuperRec	\$0	\$0	\$230,000	\$0	\$0	\$230,000		On track - no concerns.
PR	All Things Possible	\$0	\$0	\$116,000	\$0	\$0	\$116,000		On track - no concerns.
PS	Cemetery - Riverside Cemetery Restoration	\$11,628	\$129,350	\$0	\$0	\$0	\$140,978		Approximately 90% completed.
PS	Pedestrian Sidewalk Improvement Projects*	\$433,350	\$161,000	\$1,360,000	\$0	\$0	\$1,954,350		Behind in bidding out (staffing challenges).



Kalamazoo
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FFE Executive Committee Staff Report

TO: Foundation for Excellence Executive Committee

FROM: Steve Brown, Executive Director

DATE: September 8, 2025

SUBJECT: Recommend Policy Updates to the Board for Approval

RECOMMEDATION:

Recommend Policy Updates to the Board for Approval

BACKGROUND:

At its January 27, 2025, meeting, the Executive Committee initiated a regular best practices review of all policies to take place in 2025, some of which fall under the Finance Committee and require member input. Per the Executive Committee, staff made initial key edits to the documents using 'track changes' and presented them for review and discussion. At its March 31, 2025, meeting, Secretary Bostrom made a motion to move the item to the September 8 Executive Committee meeting, which Director Parker seconded, including having a comment period about policy updates from Board members to Staff until July 1st. The motion was approved by unanimous voice vote. Input was also solicited from FFE Counsel for the Confidentiality and Diversity Policies. All received changes have been reflected in the included documents which are presented with the requested action of recommending them to the Board for approval. The attached summary of policy updates also identifies the next batch of policies needing review. Staff will review those policies and seek input from Executive Committee at a coming meeting for Board approval.

Please note: Packet page 20 contains a section highlighted in yellow that reads "Additional Clauses Needing Review" for Board review.

**Foundation for Excellence
Approved Policies and Descriptions**

As of July 25, 2025

Document	Status	Approved	Review Status
Policy			
Confidentiality Policy	Board Approved	5.23.18	Admin review Complete
Conflict of Interest Policy	Board Approved	5.23.18	Admin review Complete
Diversity Policy	Board Approved	5.23.18	Admin review Complete
Equal Opportunity Policy	Board Approved	5.23.18	Admin review Complete
Expense Reimbursement Policy	Board Approved	5.23.18	Admin review Complete
Financial Accountability policy	Board Approved	10.22.18	Admin review Complete
Gift Acceptance Policy	Board Approved	5.23.18	Admin review Complete
Purchasing Policy	Board Approved	4.24.23	N/A
Privacy Policy	Board Approved	5.23.18	
Record Retention and Destruction Policy	Board Approved	5.23.18	
Social Media Policy	Board Approved	5.23.18	
Spending Policy	Board Approved	10.22.18	
Whistle-Blower Policy	Board Approved	5.23.18	
Director Attendance Policy	Board Approved	4.22.24	
Audits Subcommittee Description	Board Approved	10.22.18	Admin review Complete
Engagement Expectations	Board Approved	5.23.18	
Executive Committee Description	Board Approved	5.23.18	Admin review Complete
Finance Committee Description	Board Approved	5.23.18	Admin review Complete
Investment Subcommittee Desc.	Board Approved	10.22.18	
Nominating Committee Description	Board Approved	4.24.23	
Investment Policy Statement	Board Approved	4.22.19	N/A
Freedom of Information Act Policy/Procedures/Guidelines	Board Approved	4.22.19	N/A

Reviewer Notes:

Document	Notes
Confidentiality Policy	SBrown: It does not appear to contain elements that need be deleted or changed. Compared to similar resources online it could be perceived as lacking several elements: authorized disclosure procedures, accountability and/or disciplinary procedures, a “need-to-know” standard, implementation guidelines for Board training. Treasurer Balkema shared comments but FFE counsel reviewed and added several sections to ensure the policy was robust and complete, which were used.
Conflict of Interest Policy	SBrown: Nothing deleted or changed, but language was made inclusive, and formatting was updated.
Diversity Policy	SBrown: Nothing deleted or changed, but formatting was updated. This policy exists in context to the City’s extensive work on the topic. FFE counsel reviewed and updated some word choices to focus more on inclusion than diversity. Treasurer Balkema suggested including political affiliation under the listed categories.
Equal Opportunity Policy	SBrown: Nothing deleted or changed, but formatting was updated. This policy exists in context to city, state, and federal standards so legal review would be necessary for further considerations. Passed on to Rich Cherry 4/29/25.
Expense Reimbursement Policy	SBrown: Nothing deleted or changed, but formatting was updated. This policy exists in context to city, state, and federal standards so legal review would be necessary for further considerations.
Financial Accountability policy	SBrown: Audit Committee feedback was reflected, primarily replacing Staff with Administration, and clarifying monthly vs quarterly cadence. Formatting updates were made.
Gift Acceptance Policy	SBrown: Language made inclusive, and formatting updated.
Purchasing Policy	Board Approved
Privacy Policy	Board Approved
Record Retention and Destruction Policy	Board Approved
Social Media Policy	Board Approved
Spending Policy	Board Approved
Whistle-Blower Policy	Board Approved
Director Attendance Policy	Board Approved
Audits Subcommittee Description	AS recommended no changes at its March 2025 meeting.

Engagement Expectations	Board Approved
Executive Committee Description	Board Approved
Finance Committee Description	SBrown: Nothing deleted or changed, but formatting updated. Timeline section may need committee review.
Investment Subcommittee Desc.	Board Approved
Nominating Committee Desc.	Board Approved

Kalamazoo Foundation for Excellence

Confidentiality Policy

Approved at the annual meeting of the Board of Directors on _____

Kalamazoo Foundation for Excellence (FFE) maintains and manages information about donors, prospective donors, investments and other business information necessary for the day-to-day operations of the Corporation. The effective functioning of FFE also requires respecting the confidentiality of discussions that take place and information that is shared in the course of conducting FFE business.

FFE's board has adopted this Policy on Confidentiality to assist FFE's directors, officers, employees, nondirector volunteers, agents, and others in fulfilling their confidentiality obligations and commitments. While the policy addresses some common confidentiality concerns, it is not an exhaustive list of all situations where a confidentiality obligation may arise. Questions about whether information is confidential or about situations in which confidential information may be released or discussed should be directed to Legal counsel. As used in this Policy, the term "FFE personnel" includes the FFE's directors, officers, employees, nondirector volunteers, agents, and others.

General Rule: Information in the possession of FFE and discussions of FFE business should generally be presumed to be non-confidential. Confidential information will not be used for personal purposes or transmitted to others except in the course of a board member's duties on behalf of FFE.

Confidentiality of Donor Information: Except as required by law, FFE will not disclose information about a donor or a donor's gift. However, unless otherwise required by the donor, the FFE may publish the names of individual donors in their Annual Report and other reported listings. FFE will not disclose the amount of any gift to the general public without the donor's consent. FFE may accept anonymous gifts.

The FFE because it was formed pursuant to the authority at MCL 117.4o, "is subject to all local, state, and federal laws or ordinances that apply to the city that authorized its formation." Thus the FFE is subject to the Open Meetings Act and Freedom of Information Act.

Protection of Confidential Information: FFE personnel may access confidential information necessary to perform their job responsibilities. FFE personnel are expected to exercise sound judgment in securing information taken outside FFE's offices or copied from its network. Any

information so removed should be returned as soon as possible and deleted from laptops or other personal devices.

In the course of their work, personnel may access confidential information from mobile devices, such as smartphones, tablets and notebook computers. Personnel are expected to use mobile devices appropriately, responsibly, and ethically and in compliance with all relevant policies and laws. Any wireless device that makes or receives calls, leaves messages, sends or receives text messages, browses the Internet, or downloads and allows for the reading of and responding to email whether the device is FFE supplied or personally owned must be password protected. If a mobile device is lost or otherwise taken from the control of employees, the administration should be notified immediately and the appropriate action will be taken to assure network security is maintained.

Additional clauses – for review

Authorized Disclosure: FFE may disclose confidential information only to personnel who have a legitimate need to know such information in order to carry out their duties on behalf of FFE, or when disclosure is required by law. Any external disclosure of confidential information must be approved in advance by FFE’s Executive Director or their designee and must be limited to the minimum information necessary to fulfill the intended purpose.

Confidentiality Violations and Disciplinary Action: All FFE personnel with access to confidential information are expected to adhere strictly to this Confidentiality Policy. Any unauthorized use, disclosure, or mishandling of confidential information—whether intentional or accidental—will be considered a violation of this policy. Violations are subject to disciplinary action, up to and including separation of employment or service with FFE.

All suspected or confirmed breaches must be reported immediately to FFE’s Executive Director or their designee. FFE’s Executive Director will ensure that all reported incidents are investigated promptly and fairly.

Implementation Guidelines & Training: FFE will ensure that all personnel are informed of and trained on this Confidentiality Policy. Upon onboarding, personnel will receive a copy of the policy and must acknowledge their understanding and agreement to comply. All personnel with access to confidential information will receive annual training on confidentiality obligations and information handling procedures. FFE’s Executive Director or their designee will oversee the implementation of this policy, ensure continued compliance, and update training materials as needed.

I have read the Policy on Confidentiality and agree to comply with it.

Printed Name

Signature

Date

Kalamazoo Foundation for Excellence
Conflict of Interest/Duality of Interest Policy

Approved at the annual meeting of the Board of Directors on _____.

PURPOSE

Kalamazoo Foundation for Excellence (FFE) strives to maintain the highest ethical standards in all policies, procedures, and programs and to avoid any conflicts of interest.

DEFINITIONS

INTERESTED PERSON

Any director, officer, member of a committee with board delegated powers, employee, nondirector volunteer or agent of the Corporation or independent contractor who currently or within the prior 12 months has a direct or indirect financial interest or duality of interest is an interested person. A person who is an interested person with respect to any entity of FFE is deemed an interested person with respect to all FFE entities.

FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which FFE has a transaction or arrangement;
- b. A compensation arrangement with FFE and the person is in a position to exercise substantial influence over the affairs of FFE;
- c. A compensation arrangement with any entity or individual with which FFE has a transaction or arrangement;
- d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FFE is negotiating a transaction or arrangement.

Family includes:

- a. spouses, parents, grandparents, and legal guardians;
- b. domestic partners;

- c. children, step-children, grandchildren, and step-grandchildren, great grandchildren, or step-great grandchildren (including those of spouses or domestic partners), brothers or sisters (including those of spouses or domestic partners);
- d. spouses of any of the above.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

DUALITY OF INTEREST

A duality of interest exists when a director, officer, member of a committee with board delegated powers, employee, nondirector volunteer or agent of the Corporation is affiliated with an organization with which FFE has a transaction or arrangement. Such affiliation exists if the person is a director, officer, or employee of the organization, or has an unofficial role such as significant donor, volunteer, advocate, or advisor.

PROCEDURES

DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest or duality of interest, an interested person must:

1. disclose the existence and nature of his or her financial interest or affiliation and all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement;
2. report all outside activities at least annually (see attached related parties form).

Nothing herein shall require the disclosure of the name of a client to disclose a conflict of interest or duality of interest. It shall be sufficient that the disclosure of a potential conflict of interest or duality of interest is made, with names excluded.

DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the interest and all material facts, and after any discussion with the interested person, two steps are required:

1. The person shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon;
2. The remaining board or committee members shall decide if a conflict of interest exists.

PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

In General

An interested person may make a presentation at the board or committee meeting, but after such presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest or duality of interest.

The president/chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the board or committee shall determine whether FFE can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest the remaining disinterested parties shall determine by majority vote whether the transaction or arrangement is in FFE's best interest and for its own benefit and whether the transaction is fair and reasonable to FFE and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Procurement of Merchandise and Services

In general, transactions for the purchase of materials, goods or supplies of an immaterial amount (less than \$5,000 in total for the fiscal year) do not need to be disclosed or considered.

Employees must disclose relationships with all vendors with whom they have a relationship beyond that as a customer. All transactions (including contracts and payments) with the vendor must be approved, in advance, by the employee's supervisor, even if less than \$5,000.

Grants

There are inherent conflicts based on roles and responsibilities of board members, as outlined in the organizing documents. The board of directors is conscious of these conflicts of interest and will follow the steps below when such conflicts are identified:

- a. Individuals will be expected to remove themselves from the meeting during discussion and decision making. If needed, those remaining in attendance at the meeting may request that the absent individuals return to the meeting to respond to specific questions.

Compensation

The board, or any committee to which it delegates this power, shall determine all compensation matters.

A voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from FFE for services is precluded from voting on matters pertaining to that member's compensation and is prohibited from providing information to any committee regarding compensation.

The organization will follow the Intermediate Sanction Rebuttable Presumption requirements in determining salary.

All compensation decisions shall be documented including the terms and the date approved.

VIOLATIONS OF THE POLICY

If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interests or duality of interest, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest or duality of interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS

The minutes of the board and all committees with board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest or duality of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest or duality of interest was present, and the board's or committee's decision as to whether a conflict of interest or duality of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

RELATED PARTIES FORM

Each director, officer, member of a committee with board delegated powers and employee shall annually sign a Related Parties Form which affirms that such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that FFE is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

PERIODIC REVIEWS

To ensure that FFE operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether the acquisition of goods or services from interested persons resulted in inurement or impermissible private benefit.
- c. Whether the acceptance of donations from interested persons resulted in inurement or impermissible private benefit.

When conducting the periodic reviews, FFE may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Kalamazoo Foundation for Excellence

RELATED PARTIES FORM

Name: _____

Names of family members:	
Names of individuals with whom you have a significant relationship	
Entities in which you or family members are (currently or within the prior year):	
a principal owner:	
have key management responsibilities:	
a director or trustee:	
a committee member or volunteer:	

My signature below indicates that I have received a copy of the Kalamazoo Foundation for Excellence conflict of interest policy, have read and understand the policy, agree to comply with the policy, and understand that the Kalamazoo Foundation for Excellence is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Signature

Date

KALAMAZOO FOUNDATION FOR EXCELLENCE

DIVERSITY POLICY

Approved at the annual meeting of the Board of Directors on _____.

Kalamazoo Foundation for Excellence (FFE) respects the differences that exists within our community and among our board of directors. We promote inclusiveness where all persons are treated fairly regardless of their differences. FFE is committed to providing equal opportunity for involvement, development, and advancement for all regardless of the person’s inclusion in any of the following classifications:

Age	Familial Status	Pregnancy
Ancestry	Gender Identity	Race
Arrests (pre-nomination)	Genetic Information	Religion
Citizenship	Height	Sex/Gender
Color	Marital Status	Sexual Orientation
Disability	National Origin	Veteran Status
Ethnicity	Political Affiliation	Weight

FFE respects and celebrates and contributes to a healthy, caring community. FFE commits its resources to change in ways that signal to groups with diverse backgrounds, abilities, beliefs, and perspectives that they are welcome partners in its efforts.

Governance and Administration

FFE is committed to fostering an organization that respects and appreciates diversity in its many forms as defined above. To that end FFE willingly makes the following commitments:

- Endeavor to inform all applicants of opportunities to partner with FFE through media, appropriate referral agencies and other pertinent sources;
- Seek community leaders who will bring varying points of view and life experiences to the board;
- Select board members and staff that reflect the community and provide all board members and/or staff with an opportunity to maximize the use of their work-related skills and talents.

Donors

To achieve the highest standards in all its activities, it is important that FFE benefit from the perspectives of many different segments of the community. Toward this end, it seeks to collaborate with donors of varying backgrounds, abilities, beliefs, and perspectives and will, together with donors, seek to promote a healthy, caring community.

Kalamazoo Foundation for Excellence Equal Opportunity Policy

Approved at the annual meeting of the Board of Directors on _____.

Scope: Kalamazoo Foundation for Excellence (FFE) embraces and encourages the differences among directors, officers, employees, non-director volunteers, agents, and others and understands these are what makes our organization unique.

General Guidelines: We actively seek out to honor the full identities and perspectives of diverse individuals to advance organizational learning, understanding and decision-making for the benefit of our community. We are committed to providing an environment where all individuals are treated fairly and equitably regardless of, but not limited to:

- age
- ancestry
- arrests (pre-nomination)
- citizenship
- color
- disability
- ethnicity
- familial status
- gender identity
- genetic information
- height
- marital status
- national origin
- political affiliation
- pregnancy
- race
- religion
- sex/gender
- sexual orientation
- veteran status
- weight

This policy not only applies to hiring, internal promotions, training opportunities, advancement opportunities, and terminations but in our daily interactions with all individuals inside and outside FFE.

This equal opportunity policy also applies to the selection and treatment of independent contractors, personnel working on our premises who are employed by temporary agencies, volunteers, interns and any other persons or firms conducting business with FFE.

All directors, officers, employees, non-director volunteers, or agents of the Corporation, have the responsibility to treat others with dignity and respect and to exhibit conduct that reflects our values of diversity, equity, and inclusion. Individuals who believe they have been subjected to any kind of discrimination that conflicts with FFE's equal opportunity policy and/or diversity, equity and inclusion initiatives should seek assistance from acting legal counsel.

Kalamazoo Foundation for Excellence Expense Reimbursement Policy

Approved at the annual meeting of the Board of Directors on _____.

SCOPE

These expense reimbursement guidelines are applicable to all directors, officers, employees, nondirector volunteers, agents or others incurring expenses on behalf of Kalamazoo Foundation for Excellence (FFE). The intent of these guidelines is to provide and maintain fair, equitable and ethical treatment while insuring that FFE follows all legal and tax requirements. Not every situation can be covered by a set of written policies. Judgment and common sense should be used.

SUBSTANTIATION AND APPROVAL OF EXPENSES

In General:

An expense statement must be completed and signed for accounting and reimbursement purposes. Receipts for any expense more than \$75.00 must accompany the statement. The expense statement must include the amount, date and place, and business purpose of the expense. In the case of a meal or other entertainment event, the documentation must include the names of the persons entertained and the bona fide business discussion.

Approval of Forms:

In the case of an employee, nondirector volunteer, agent or others, the direct supervisor and FFE Executive Director must approve the expense statement in advance of payment of the reimbursable amount.

In the case of the President/CEO or a board member, the reimbursement request must be reviewed by the president of the board of directors. The vice president shall review a reimbursement request for the president of the board of directors. This review may occur after payment has been made.

Companion:

FFE will not pay for the cost of a spouse, domestic partner or other companion accompanying directors, officers, employees, nondirector volunteers, agents, or others on business travel.

Expense Advances:

Substantiation of the use of the advance must be provided by the next accounts payable cycle.

TRAVEL EXPENSES

In General:

FFE assumes the cost when a director, officer, employee, nondirector volunteer or agent of the Corporation is required to travel in the performance of FFE duties. The mode of transportation and level of accommodations must be approved by the FFE Executive Director prior to travel. All travel will be in the lowest cost class (generally coach).

Types of expenses reimbursed:

The types of expenses that will be reimbursed include travel, lodging, transportation, and a reasonable amount for baggage handling, and business telephone calls. Personal telephone calls, dry cleaning, laundry, or other personal incidental expenses are not reimbursable. Generally, meals during travel for trips of less than one day are not reimbursed. Exceptions should be discussed with FFE Executive Director. It is expected good judgment will be used when incurring expenses on behalf of FFE, recognizing that it is our responsibility to prudently manage our resources.

Saturday night stays:

To reduce the cost of airline tickets, FFE may encourage a Saturday night stay. The approval of FFE Executive Director of any extra expenses associated with early arrival or late departure from an out-of-town business trip is required. In no case may the extra expenses exceed the savings on the airline ticket.

AUTOMOBILE EXPENSES

In general:

FFE will reimburse the cost of travel by automobile for business purposes. No reimbursement will be made for commuting between the director, officer, employee, nondirector volunteer or agent of the Corporation's home and business or other personal mileage such as charitable mileage.

Personal automobile:

Reimbursement for use of a private automobile will be at the standard mileage rate set by the IRS. Reimbursement for parking and tolls will be reimbursed in addition to the standard mileage rate. A detailed record including date, purpose of travel, number of miles, and destination shall be provided to receive reimbursement.

MEALS

In general:

The cost of meals must be directly related to the conduct of our business. A bona fide and substantial business discussion must take place directly before, during, or directly after such entertainment. Therefore, a meal or event that was attended for personal reasons cannot be converted to a business event even if a business discussion ensues at the event.

Meals:

A director, officer, employee, nondirector volunteer or agent of the Corporation must be present at the meal. The meal must not be lavish or extravagant.

COMMUNITY INVOLVEMENT

In general:

FFE will reimburse for dues and meals associated with meetings of business clubs or community organizations approved by FFE Executive Director. FFE Executive Director must approve any expenses related to other business of the organization or any expenses related to a fundraiser or special event of a community organization. FFE will not reimburse the expense for any purchase that provides a personal benefit to the director, officer, employee, nondirector volunteer or agent of the Corporation (i.e., coupon books, raffle tickets).

Kalamazoo Foundation for Excellence

Financial Accountability Policy

Approved at the annual meeting of the Board of Directors on _____.

Goal:

To ensure the Kalamazoo Foundation for Excellence (FFE) is accountable and responsible for its finances and adheres to the highest ethical standards.

Purpose:

The public has entrusted the FFE with its philanthropic assets to carry out our mission. As a matter of fundamental principle, we should adhere to the highest ethical standards because it is the right thing to do. Public trust in our performance is the bedrock of our legitimacy. Donors support the FFE because they trust us to be good stewards of their resources.

Accounting scandals in the for-profit world and in the not-for-profit world have underlined the importance of establishing good practices to ensure the FFE maintains the highest ethical standards and continues to earn the community's trust. The FFE will strive, where possible, to embrace the spirit of the Sarbanes-Oxley Act which requires that publicly traded companies adhere to significant new governance standards that broaden board members' roles in overseeing financial transactions and auditing procedures. The FFE will ascribe to the standards promulgated by the Council on Foundations and the Council of Michigan Foundations and will incorporate community foundation field best practices in its business.

The FFE will be accountable in a variety of ways: by establishing an Audit Committee to provide oversight to financial matters, by engaging independent auditors to review the financial data annually, by engaging professionals to review the internal controls and make recommendations for improvement, by establishing and implementing policies to eliminate conflicts of interest and to provide protection for whistleblowers, by being transparent and open to the community about its finances, and by adhering to all government filing requirements.

Objective 1

Maintain a governance structure that ensures high accountability:

Crucial to governance is the establishment of an Audit Committee. The committee acts as a liaison between the external and internal auditors and the board and oversees other pertinent financial policies.

Strategy One

	Date	Responsibility
<hr/> <i>Establish an Audit Committee</i>		
Tactic A		
<i>Membership is composed of individuals independent from the day-to-day management of the organization who are not compensated and who do not have a financial interest in or any other conflict of interest with any entity doing business with the FFE</i>	<i>Annually</i>	<i>Board</i>
Tactic B		
<i>Ensure that at least one member is a “financial expert” who can understand, analyze and reasonably assess the financial statements and the financial competency of the auditing firm</i>	<i>Ongoing</i>	<i>Board</i>

Strategy Two	Date	Responsibility
<i>Board provides oversight and approval of Audit Committee activities</i>		
Tactic A		
<i>Review and approve all Audit Committee actions</i>	<i>Ongoing</i>	<i>Board</i>
Tactic B		
<i>Maintain an updated committee charter that describes the committee responsibilities</i>	<i>Ongoing</i>	<i>Board</i>

Objective 2

Provide an independent review of the financial statements:

An audit of the FFE's Balance Sheet and its Statement of Revenue Collected and Expenditures Paid certified by a CPA firm provides reasonable assurance to the public that the financial statements are free from material misstatement and that they present fairly the activities of the FFE. An annual audit is required by the State of Michigan for the FFE to receive its annual Solicitation License.

Strategy One

	Date	Responsibility
<i>Engage independent auditors to review the financial data annually</i>		
Tactic A		
<i>Review and provide input on audit work plan</i>	<i>February</i>	<i>Audit Committee</i>
Tactic B		
<i>Review auditor's opinion and audited financial statements. Consider whether they are complete and consistent with information understood by the committee members</i>	<i>June</i>	<i>Audit Committee</i>

Tactic C*Review auditor's report on all critical accounting policies and practices and discuss any proposed journal entries recommended**June**Audit
Committee***Tactic D***Review, and where applicable, assure implementation of auditor's management letter suggestions**June**Audit
Committee***Tactic E***Encourage the lead and/or review partner to rotate every five years**As required**Audit
Committee***Tactic F***Meet privately (without Administration) with auditors to obtain an understanding of their evaluation of management, whether they encountered any difficulties or had any disagreements with management**June**Audit
Committee***Strategy Two****Date****Responsibility**

Ensure that the independent auditor remains independent**Tactic A***Consider soliciting and reviewing proposals for audit services at least every five years**As required**Audit
Committee***Tactic B***Approve, in advance, any non-audit related services that exceed 5% of audit fees**As required**Audit
Committee*

Strategy Three

	Date	Responsibility
<i>Ensure that management stands behind the financial statements</i>		
Tactic A		
<i>Review management's representation letter to auditors</i>	<i>June</i>	<i>Audit Committee</i>
Tactic B		
<i>President/CEO and Vice President, Finance & Administration certify the financial statements</i>	<i>June</i>	<i>Audit Committee</i>
Tactic C		
<i>President/CEO and Vice President, Finance & Administration certify the Form 990</i>	<i>November</i>	<i>Board</i>

Objective 3

Maintain internal controls that ensure high financial accountability:

Internal controls are systems of policies and procedures that protect the assets of the FFE, create reliable financial reporting, and achieve effective and efficient operations. The development and maintenance of strong internal controls will help ensure accountability and financial integrity.

Strategy One

	Date	Responsibility
<i>Ensure that the Administration understand and follow internal accounting procedures</i>		
Tactic A		
<i>Maintain an accounting policies and procedures manual which describes each accounting process</i>	<i>Ongoing</i>	<i>Vice President, Finance & Administration</i>
Tactic B		
<i>Separate accounting duties where possible</i>	<i>Ongoing</i>	<i>Vice President, Finance & Administration</i>
Tactic C		
<i>Make sure all financial reconciliations are reviewed quarterly</i>	<i>Quarterly</i>	<i>Vice President, Finance & Administration</i>

Strategy Two

	Date	Responsibility
<i>Engage accounting professionals to review the internal controls and make recommendations for improvement</i>		
Tactic A		
Retain, compensate, and oversee work of internal auditor or audit firm (which should be different than the audit firm that completes the annual audit report).	<i>As required</i>	<i>Audit Committee</i>

Tactic B*Review and approve internal audit work plan**As
required**Audit
Committee***Tactic C***Review report of agreed upon procedures and oversee adoption of the recommendations**As
required**Audit
Committee***Tactic D***Meet privately (without Administration) with internal auditors to obtain an understanding of their evaluation of management, whether they encountered any difficulties or had any disagreements with management**As
required**Audit
Committee***Strategy Three****Date****Responsibility**

Maintain an annual budget for operations and discretionary grants (including special projects) and report to the board periodically**Tactic A***Approve an annual budget for operations, community investment and capital expenditures that is consistent with field wide best practices**December**Board***Tactic B***Review interim budget updates including information about variances**Monthly**Administration***Tactic C***Review periodic financial statements including updates of the budgets and explanation of variances**Quarterly**Board*

Tactic D

Ensure goods or services are purchased from related parties at no more than fair market value

Ongoing

Administration

Tactic E

Ensure that all expenditures are proper and, where appropriate, meet the guidelines of the Expense Reimbursement Policy

Ongoing

*Vice President,
Finance &
Administration*

Objective 4

Establish board level policies which set the stage for financial accountability:

Foundation-wide policies will set the stage for the high level of financial accountability we expect. A conflict of interest policy recognizes that conflicts exist and provides steps for assuring that conflicts are identified, discussed, and when appropriate, decisions are made by excluding the person with an actual or perceived conflict.

Two provisions of the Sarbanes-Oxley Act apply to all corporations. Whistle-blower protection must be provided to all who bring potential irresponsible accounting or financial practices to light. Procedures which establish a safe and confidential mechanism will encourage employees to report any inappropriateness within our financial management. It is a crime to alter, cover up, falsify or destroy any document to prevent its use in an official proceeding. Having a record retention policy that defines how long documents are retained prevents this occurrence.

A code of ethics outlines broad ethical principles and provides the benchmarks against which behaviors can be measured. It addresses issues such as transparency, disclosure in fundraising solicitations, integrity in governance and diversity. It sets the tone from which the FFE acts.

Strategy One

	Date	Responsibility
<i>Maintain a conflict of interest policy</i>		
Tactic A		
<i>Implement a conflict of interest policy and review it annually</i>	<i>June</i>	<i>Board & Audit Committee</i>
Tactic B		
<i>Ensure policy is consistently followed by board, committee members and the Administration</i>	<i>Ongoing</i>	<i>Audit Committee</i>

Strategy Two

	Date	Responsibility
<i>Maintain a Whistle-blower Policy</i>		
Tactic A		
<i>Adopt a Whistle-blower Policy that includes a formal process to deal with complaints around financial management and which prevents retaliation.</i>	<i>June</i>	<i>Board & Audit Committee</i>
Tactic B		
<i>Review any employee complaints under the whistle-blower policy</i>	<i>As required</i>	<i>Audit Committee</i>

Strategy Three

	Date	Responsibility
<i>Maintain a Record Retention policy</i>		
Tactic A		
<i>Review the record retention policy annually</i>	<i>February</i>	<i>Audit Committee</i>
Tactic B		
<i>Stop all document destruction during any official investigation</i>	<i>As required</i>	<i>Audit Committee</i>

Objective 5

Be transparent and open to the community about the FFE's finances:

Publicly supported charities like the FFE are afforded more favorable treatment than private foundations because we are subject to public scrutiny. Therefore, it is important that the public have access to our financial information.

Strategy One

	Date	Responsibility
<i>Make financial information available</i>		
Tactic A		
<i>Provide key financial information in the annual report and on the FFE's website</i>	<i>Ongoing</i>	<i>Administration</i>
Tactic B		
<i>Participate with widely used internet sites (i.e. Guidestar) and maintain updated information thereon</i>	<i>Ongoing</i>	<i>Administration</i>
Tactic C		
<i>Provide copies of the audited financial statements and Form 990 whenever requested</i>	<i>Ongoing</i>	<i>Administration</i>

Strategy Two

	Date	Responsibility
<i>Adhere to all government filing requirements</i>		
Tactic A		
<i>Review the Form 990 with an eye towards the relevancy of answers to any questions addressing accounting practices and the veracity of information provided to the public</i>	<i>When available</i>	<i>Board</i>
Tactic B		
<i>Ensure the Michigan Annual Report, Michigan Solicitation License,</i>	<i>Ongoing</i>	<i>Vice President,</i>

payroll tax returns and all other government filings are done in a timely manner

*Finance &
Administration*

Resources

Kalamazoo Community Foundation: Audit Committee Charter

Keystone Community Bank: Audit Policy

Council on Foundations: Summary Statement on Accountability (Draft)

Council on Foundations: Recent Reforms in Corporate Governance-Should Foundations Change?

Independent Sector: Learning from Sarbanes-Oxley: A Checklist for Nonprofits and Foundations

Board Source and Independent Sector: The Sarbanes-Oxley Act and Implications for Nonprofit Organizations

Independent Sector: Statement of Values and Code of Ethics for Nonprofit and Philanthropic Organizations

New York State Attorney General: Internal Controls and Financial Accountability for Not-for-Profit Boards

California's Nonprofit Integrity Act of 2004

Massachusetts Attorney General: Proposed Act to Promote

GIFT ACCEPTANCE POLICY

Approved at the annual meeting of the Board of Directors on _____.

PURPOSE

The Kalamazoo Foundation for Excellence (FFE) has established a Gift Acceptance Policy to serve the best interests of the community by providing guidelines for negotiating and accepting various types of gifts for different purposes. Given the increasing complexity of IRS regulations, real estate and other property gifts, and state and federal environmental laws, FFE recognizes the value in carefully screening proposed gifts.

The purposes of the gift must fall within the broad charitable purpose of the FFE. In addition, the FFE board and staff must be able to assure that gifts accepted by the FFE do not place other assets at risk, and that they can be easily converted into assets that fall within the FFE's investment guidelines. FFE must also assure that it can administer the terms of the gift in accordance with the donor's wishes.

To facilitate this purpose, FFE follows the ***Model Standards of Practice for the Charitable Gift Planner*** adopted by the Partnership for Philanthropic Planning (formerly the National Committee on Planned Giving) and the American Council on Gift Annuities. This code of ethics for planned giving practitioners is Appendix A of this policy.

FOUNDATION FOR EXCELLENCE RESPONSIBILITIES

FFE staff should disclose to all prospective donors the benefits and liabilities that could reasonably be expected to influence the donor's decision to make a gift to the FFE. Donors will be encouraged to consult with legal counsel and financial advisors in making their decision.

Donors should be made aware of:

- the irrevocability of a gift;
- prohibitions on donor restrictions;
- items subject to variability (market value, investment return, and income yield); and
- the FFE's responsibility to provide a Donor Bill of Rights to donors.

Staff should maintain a written record of discussions with donors. The role of FFE staff shall be to inform, guide and assist a donor in fulfilling their philanthropic wishes, but never to pressure or unduly influence a donor's decision.

GIFT ACCEPTANCE

A contracted Governance Facilitator will provide the full-spectrum gift acceptance services for the FFE.

FORM OF GIFTS TO THE FFE

Gifts Requiring Committee Review

- Tangible personal property that is not readily marketable
- Real property
- Closely held and S corporation stock
- Partnership interest
- Accounts receivable (gifts of loans, notes, mortgages, etc.)
- Gifts of intellectual property, mineral reserves, precious metals, and other types of assets carrying their own challenges
- Gifts whose structure falls outside the ordinary purposes, bylaws, and procedures of the FFE
- Life insurance policies requiring future premium payments by the FFE

Gifts Not Requiring Committee Review

- Cash or cash equivalents
- Checks
- Marketable securities
- Gifts of personal property for use in FFE offices or programs
- Life insurance policies except as noted above

See Appendix B for detail on each gift category.

GIFTS DECLINED

The FFE reserves the right to refuse any gift it believes is not in the best interest of fulfilling its duties and obligations in support of the City of Kalamazoo as established in the FFE's founding documents. In addition, the FFE will not knowingly accept a charitable gift from a donor who:

- A. Has insufficient income and assets remaining after making a gift to provide for their needs such as personal support and healthcare.
- B. Has insufficient income and assets remaining after the gift to provide for

their heirs for whom he/she is fiscally responsible.

- C. Has an apparent insufficient mental capacity to make a rational decision.
- D. Has insufficient input from competent financial, legal, and /or personal counsel.
- E. Has obtained the assets through illegal activities, including but not limited to assets derived from illegal business practices or from fundraising efforts that are in violation of applicable state or federal laws.

ACKNOWLEDGMENT

Donors shall receive an expression of sincere thanks and gratitude from the FFE and an acknowledgement of the gift in accordance with federal regulations.

PUBLICITY

No public media exposure with respect to a donor's gift will be generated without the consent of the donor.

RESTRICTIONS

In conformance with Treasury Department regulations, gifts to the FFE may not be directly or indirectly subjected by a donor to any material restriction or condition that prevents the FFE from freely and effectively employing the transferred assets, or the income derived therefrom, in furtherance of its exempt purposes.

ACTING AS TRUSTEE

The FFE will **not** serve as a trustee. Further, no employee shall serve as a trustee, conservator, executor, or personal representative for one of the FFE's donors or prospects unless specifically approved by the FFE board of directors. All officers shall report such relationships in the Related Parties Form as provided periodically to the board of directors.

INVESTMENT OF GIFTS

It is the policy of the FFE to convert all gifts to cash as soon as possible. The FFE Investment Committee reserves the right to make any or all investment decisions regarding gifts in accordance with its Investment Policy.

In making a gift to the FFE, donors give up all rights, title, and interest to the assets contributed.

COSTS OF ACCEPTING AND ADMINISTERING GIFTS

Generally, costs associated with the acceptance of a gift such as attorney fees, accounting fees, other professional fees as well as other costs to establish a gift such as appraisal, escrow, evaluation, and environmental assessment fees will be borne by the donor. The potential long-term costs that could be associated with a gift will be weighed in relation to the benefit of the gift when considering whether to accept the gift. In addition, the donor may be asked to provide the financial resources for the FFE to hold the asset.

CONFIDENTIALITY

FFE staff shall maintain strict control over files and information received from or about donors or prospective donors so as to maintain confidentiality of such information.

PUBLIC FUND RAISING

Fundraising undertaken by donors in connection with FFE require special consideration. See Appendix C.

Appendix A

Model Standards of Practice for the Charitable Gift Planner

Preamble

The purpose of this statement is to encourage responsible gift planning by urging the adoption of the following Standards of Practice by all individuals who work in the charitable gift planning process, gift planning officers, fund raising consultants, attorneys, accountants, financial planners, life insurance agents and other financial services professionals (collectively referred to hereafter as “Gift Planners”), and by the institutions that these persons represent.

This statement recognizes that the solicitation, planning, and administration of a charitable gift is a complex process involving philanthropic, personal, financial, and tax considerations, and

often involves professionals from various disciplines whose goals should include working together to structure a gift that achieves a fair and proper balance between the interests of the donor and the purposes of the charitable institution.

I. Primacy of Philanthropic Motivation

The principal basis for making a charitable gift should be a desire on the part of the donor to support the work of charitable institutions.

II. Explanation of Tax Implications

Congress has provided tax incentives for charitable giving, and the emphasis in this statement on philanthropic motivation in no way minimizes the necessity and appropriateness of a full and accurate explanation by the Gift Planner of those incentives and their implications.

III. Full Disclosure

It is essential to the gift planning process that the role and the relationships of all parties involved, including how and by whom each is compensated, be fully disclosed to the donor. A Gift Planner shall not act or purport to act as a representative of any charity without the express knowledge and approval of the charity, and shall not, while employed by the charity, act or purport to act as a representative of the donor, without the express consent of both the charity and the donor.

IV. Compensation

Compensation paid to Gift Planners shall be reasonable and proportionate to the services provided. Payment of finder's fees, commissions, or other fees by a donee organization to an independent Gift Planner as a condition for the delivery of a gift is never appropriate. Such payments lead to abusive practices and may violate certain state and federal regulations. Likewise, commission-based compensation for Gift Planners who are employed by a charitable institution is never appropriate.

V. Competence and Professionalism

The Gift Planner should strive to achieve and maintain a high degree of competence in their chosen area and shall advise donors only in areas in which he or she is professionally qualified. It is a hallmark of professionalism for Gift Planners that they realize when they have reached the limits of their knowledge and expertise, and as a result, should include other professionals in the process. Such relationships should be characterized by courtesy, tact, and mutual respect.

VI. Consultation with Independent Advisors

A Gift Planner acting on behalf of a charity shall in all cases strongly encourage the donor to discuss the proposed gift with competent independent legal and tax advisers of the donor's choice.

VII. Consultation with Charities

Although Gift Planners frequently and properly counsel donors concerning specific charitable gifts without the prior knowledge or approval of the done organization, the Gift Planner, to ensure that the gift will accomplish the donor's objectives, should encourage the donor early in the gift planning process, to discuss the proposed gift with the charity to whom the gift is to be made. In cases where the donor desires anonymity, the Gift Planner shall endeavor, on behalf of the undisclosed donor, to obtain the charity's input in the gift planning process.

VIII. Description and Representation of Gift

The Gift Planner shall make every effort to assure that the donor receives a full description and an accurate representation of all aspects of any proposed charitable gift plan. The consequences for the charity, the donor and, where applicable, the donor's family, should be apparent, and the assumptions underlying any financial illustrations should be realistic.

IX. Full Compliance

A Gift Planner shall fully comply with and shall encourage other parties in the gift planning process to fully comply with both the letter and spirit of all applicable federal and state laws and regulations.

X. Public Trust

Gift Planners shall, in all dealings with donors, institutions and other professionals, act with fairness, honesty, integrity and openness. Except for compensation received for services, the terms of which have been disclosed to the donor, they shall have no vested interest that could result in personal gain.

Appendix B

Forms of Gifts to the FFE

Gifts to the FFE take on a variety of forms. Many are outright gifts by living donors, either on a one-time or periodic basis. Others are testamentary gifts that take effect upon a donor's death or other forms of deferred gifts.

If the value of a gift other than cash or marketable securities exceeds \$5,000, a donor is required to have a qualified appraisal performed and submitted to the IRS on form 8283. If such gifts are sold within two years of receipt at a price other than the appraised value, Form 8282 must be filed by the FFE.

The FFE reserves the right to accept or reject any gift as it sees fit. It is the policy of the FFE to convert all gifts to cash as soon as possible.

Cash

The FFE accepts cash, checks, or money orders made payable to the FFE or any of its funds.

Marketable Securities

The FFE will add the net proceeds of a marketable securities contribution to the FFE. The FFE will govern the disposition of securities and will make all decisions regarding the sale or retention of securities.

Stock in Privately Owned Companies and Partnerships

Donors wishing to make gifts of stock in a closely held corporation or S corporation or a gift of a partnership interest must have it valued by a qualified independent accounting or appraisal company prior to making a contribution. If it is immediately marketable, it will be sold. Otherwise, it will be held by the FFE until it may be redeemed or sold for cash.

Generally, the FFE does not accept gifts of general partnership interests due to potentially unlimited liability.

The acceptability of a gift of closely-held stock, S corporation stock, or a partnership interest will depend on the ultimate financial liability of the FFE, the amount of management attention

required, whether the gift provides minority or majority control, or whether the donor requires that such interest not be sold.

Consideration will be given to whether the S corporation stock or partnership interest generates unrelated business taxable income, if there is corresponding revenue to pay such taxes, the nature of the business, recordkeeping, and accounting requirements, and how quickly the gift can be converted to cash.

Life Insurance Policies

The FFE will accept gifts of permanent life insurance policies if the FFE is named as owner of or is assigned ownership in such policies. Policies continuing on a premium-paying basis will be maintained as such by the FFE so long as gifts are made to the FFE in the amount of the premiums due. Premiums can be of a reducing amount if dividends are directed toward future premiums. Should such premium gifts not be forthcoming, the FFE may, on the recommendation of the Committee, elect:

- To have the FFE continue the premium payments.
- To surrender the policy in exchange for its cash surrender value.
- To invoke procedures under which the existing policy values can sustain the policy without further outlay of FFE funds for premium. This can take on any of the following forms:
 - Change the dividends to Net (Have the dividends pay future premiums);
 - Use the automatic premium loan feature (Borrow against the cash value to pay future premiums);
 - Use a combination of the two previous options (Have the dividends pay as much of the premium as possible and borrow against the cash value for the remainder amount);
 - Change the policy to paid-up in which case, no more premiums will be due.

The FFE discourages the contributions of life insurance policies subject to policy loans and reserves the right to accept or reject such policies as well as those carrying assignments to other entities. The FFE will consider its own interest and the best interest of the donor in the light of tax ramifications in determining on a case-by-case basis the acceptability of encumbered life insurance policies. Care will be given to problems of self-dealing, jeopardy investments, and unrelated business income in this regard.

Real Property

If a donor wishes to contribute real property or an interest in real property to the FFE either directly or through a life estate arrangement, the Committee shall consider all facts and circumstances in determining whether to recommend accepting the gift. Donors always should be advised to confer with their own counsel to review the terms of the gift.

Following the Appendixes is the ***Kalamazoo Foundation for Excellence Real Estate Acquisition Checklist***. This checklist will be utilized for all transactions involving real estate gifts.

Tangible Personal Property

The donor will be advised whether the gift will be retained and used by the FFE or disposed of immediately.

Accounts Receivable

The FFE will consider gifts of loans, notes, and mortgages, subject to review by the Committee.

KALAMAZOO FOUNDATION FOR EXCELLENCE

Real Estate Acquisition Checklist

Description of property: _____

Address

Completed

Street

by and date

City

State

ZIP

(Parcel number and legal description)

Task

CONSIDERATIONS BEFORE ACCEPTANCE OF GIFT

Visit the site or arrange to have a representative of the FFE visit the site.

Review the property “for sale” listing history. NOTE: If the proposed donation is less than the entire property, a land division application will need to be submitted and approved prior to the donation being accepted.

Request that the donor pay all costs associated with acceptance of property including title insurance policy, survey, environmental, and **tax**, and legal costs

Review gift acceptance policies

EVIDENCE OF CLEAR TITLE

Include review of existing easements. Easements should be declared in the title policy and noted on the survey of the property. Contract with a title

company and surveyor for these services?

Obtain title insurance commitment before acquiring title

Items to deliver to title company if available:

- Recent prior title policy

- Abstract

- Condominium project

 - Master deed

 - Letter from association verifying status of assessments

Obtain title insurance policy after taking title

EVIDENCE OF BOUNDARIES

Assess need for survey

- Obtain recent survey and review

- Obtain mortgage report and review

- Determine if any improvements subsequent to survey

- Determine if surrounding properties are improved

Obtain a survey

- Residential properties - stake survey

- Commercial properties - ALTA survey

EVIDENCE OF CONDITION OF PROPERTY

Similar to having a title company on contract, it might be beneficial to have an environmental firm on contract.

Environmental

Obtain Phase I Environmental Site Assessment

Have Phase I reviewed by attorney

Obtain Phase II sampling if any "recognized environmental conditions" were identified in Phase I

Have Phase II reviewed by attorney

Obtain Baseline Environmental Assessment if property meets definition as a "facility" - must be performed within 45 days of transfer

Have BEA reviewed by MDEQ

Obtain sellers disclosure statement

Obtain building inspection

Check with local government for code/ordinance violations

Obtain well/septic inspection

RENTAL PROPERTIES

Confirm zoning compliance with local government including use, setbacks, parking, square footage, and city registration

Obtain copies of leases

Verify Lessor right to assign

Verify no pending real estate commissions

Verify existence and amount of security deposits

Obtain copies of service contracts and management contracts

Obtain estoppel certificate

Verify no lessor defaults

Verify no oral agreements

Obtain copy of approved site plan

TRANSFER OF TITLE

Tax Clearance Certificate is needed prior to recording.

Obtain warranty deed transferring title to Kalamazoo Foundation for Excellence Real Estate Holdings, Inc. - usually prepared by donor's attorney

Record deed with the County Clerk/Register

Obtain assignment of lease

File Real Estate Transfer Tax Valuation Affidavit

File Property Transfer Affidavit - if property is transferred for less than \$100 there may be no tax on transfer

Upon presentation by the donor, sign Form 8283 for donor's tax return

LIABILITY AND CASUALTY INSURANCE

Obtain liability and casualty insurance. In instances where partial ownership is conveyed the primary owners are required to name Kalamazoo Foundation for Excellence as an additional named insured with evidence of such being remitted to the FFE.

SALE OF PROPERTY

If listing the property with a broker, negotiate a reasonable commission and length of agreement consistent with current norms.

TRANSFER OF TITLE TO PURCHASER

Prepare and file Form 8282 if property is sold within two years of gift date and transfer the title by a quitclaim deed.

Kalamazoo Foundation for Excellence
Board of Directors
Audit Subcommittee

Approved at the meeting of the Board of Directors on _____.

STATUS: Optional Subcommittee

PURPOSE/FUNCTION: To assist Kalamazoo Foundation for Excellence (FFE) and its related entities with audit responsibilities and pertinent policy oversight.

1. Oversee the audit of annual financial statements in accordance with generally accepted accounting principles, and determine that financial controls are reasonable;
2. Participate in City's Purchasing Division process for bidding external auditing services;
3. Retain, compensate, and oversee the work of the FFE's external auditor;
 - a. Review and provide input on external audit work plan,
 - b. Review auditor's opinion and audited financial statements,
 - c. Review auditor's report on all critical accounting policies and practices,
 - d. Review and, where applicable, assure implementation of auditor's management letter and report results of same to the board of directors;
4. Approve any non-audit related services, other than preparation of tax returns, that exceed 5% of audit fees;
5. Adopt internal accounting controls and practices recommended by City Administration to align with City that will facilitate the ability of the FFE Board and City Administration as the entity responsible for administering FFE accounting and financial reporting to certify FFE's financial statements;
6. Monitor and assure application of Conflict of Interest Policy, Record Retention Policy, Whistle Blower and other applicable policies;
7. Assess the relevancy of answers to any Form 990 questions addressing accounting practices and the veracity of information provided to the public;
8. Review and analyze other pertinent data brought by staff or the board of directors

DECISION-MAKING AUTHORITY: The subcommittee will formulate appropriate policies, procedures and make decisions as noted above.

QUORUM: The presence of a majority of the total number of committee members in office shall constitute a quorum for the transaction of business. A committee member may participate in a meeting by means of a conference call or similar communications equipment, by means of which all persons participating in the meeting can hear each other and such participation shall constitute

presence at the meeting. In the absence of a quorum, a majority of committee members present may choose to reschedule the meeting for a date certain or may choose to continue the meeting. If the committee chooses to continue the meeting without a quorum, the only action it may take is to make recommendations to the full board. Notice of a rescheduled meeting shall be given to each committee member.

MEMBERSHIP: The Committee shall consist of members of the board of directors.

- a. Term of office: Term as Director
- b. How appointed: Virtue of office

MEMBERSHIP CRITERIA: Member FFE board of directors

MEETING SCHEDULE: At least twice annually around the audit work plan and auditor's opinion and management letter, and as needed relative to other responsibilities.

MEMBERS:

Board Approval Date:

**Kalamazoo Foundation for Excellence
Board of Directors
Executive Committee Description**

Approved at the annual meeting of the Board of Directors on _____.

STATUS: Board Standing Committee

PURPOSE/FUNCTION: To assist Kalamazoo Foundation For Excellence (FFE) with responsibility for ongoing review in five primary areas to enhance the quality and future viability of FFE in general and board of directors specifically.

ONE: Board Responsibilities:

1. Meet prior to scheduled meetings of the board of directors to prepare agendas, plan for meetings, and make recommendations to the board on matters concerning the operations and programs of FFE;
2. Identify strategic issues and primary areas of focus for board discussion;
3. Conduct a periodic evaluation of the governance and committee structure of the board;
4. Focus on other issues as brought officially by the President, City Commission, designated staff or Executive Director to the Committee or on matters related to the board of directors;
5. Periodically review FFE governing documents (By-laws, policies, etc.) and propose additions or modifications as appropriate;
6. Regularly review and update the Board of Directors Member Responsibilities.

TWO: Board Composition:

1. Assess current and anticipated needs for the board's composition by determining the knowledge, attributes, skills, abilities, influence, and access the board will need in order to consider the issues and topics that will come before it in the foreseeable future;
2. Coordinate with the Governance Facilitator to ensure the recruitment process is conducted in a timely manner and meets the identified needs for board composition;
3. In cooperation with the President, meet periodically with each director to review his/her fulfillment of all Board Member Responsibilities, assess his/her continuing interest in board membership and anticipated term of service and identify the appropriate Committee membership(s) in consultation with each board member.

THREE: Board Knowledge:

1. Design and oversee a process of board orientation, including essential and needed information prior to a potential candidate agreeing to possible election as a director;
2. Oversee orientation process as appropriate for new board members (e.g., providing information needed during the first cycle of board activity, assignment of a board mentor, etc.), usually for one year;
3. Design and implement an ongoing program of board information and education to help board members perform their duties and responsibilities in an effective and efficient manner (i.e., board development moment at board meetings).

FOUR: Board Effectiveness:

1. Conduct a periodic and formal assessment of the board's performance.
2. Propose, as appropriate, changes in board structure, role, and responsibilities;
3. Provide ongoing counsel to the board President and other board leaders on steps he/she might take to enhance board effectiveness;
4. Regularly review the board's practices regarding member participation, conflict of interest, confidentiality, etc., and suggest improvements as needed.

FIVE: Board Leadership:

1. Provide leadership in succession planning, recruitment, and preparation for future board leadership;
2. Nominate board members for election as board officers.
3. Nominate board members for election to serve on board committees and subcommittees.

DECISION-MAKING AUTHORITY: Depending upon the authority identified within each section and following careful review, analysis, and evaluation in each area of responsibility, the Committee will:

- (1) formulate its decision and report that decision to the board of directors; or
- (2) formulate appropriate policies, procedures, and recommendations for consideration by the board of directors.

QUORUM: The presence of a majority of the total number of committee members in office shall constitute a quorum for the transaction of business. A committee member may participate in a meeting by means of a conference call or similar communications equipment, by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence at the meeting. In the absence of a quorum, a majority of committee members present may choose to reschedule the meeting for a date certain or may choose to continue the meeting. If the committee chooses to continue the meeting without a quorum, the only action it may take is to make recommendations to the full board. Notice of a rescheduled meeting shall be given to each committee member.

MEMBERSHIP: President, Treasurer, Secretary, one (1) City Director, and one (1) representative of the Finance Committee (in addition to the Treasurer).

MEETING SCHEDULE: Prior to the scheduled board of directors meetings in April and September or October and at other times as needed to accomplish the committee's purpose.

MEMBERS:

Board Approval Date:



Kalamazoo
Foundation for
Excellence

FFE Executive Committee Staff Report

TO: Foundation for Excellence Executive Committee

FROM: Steve Brown, Executive Director

DATE: September 8, 2025

SUBJECT: Recommend the September 22, 2025, Board meeting agenda.

RECOMMEDATION:

Recommend the September 22, 2025, Board meeting agenda.

BACKGROUND:



Kalamazoo
Foundation for
Excellence

Agenda FFE Board of Directors

Monday, April 28, 2025 2:00 PM

Kalamazoo City Hall – 241 West South Street

A. CALL TO ORDER

1. Roll Call
2. Approve Agenda
3. Welcome Guests

B. APPROVAL OF MINUTES

1. Approve minutes of the February 24, 2025, meeting

C. REPORTS AND COMMUNICATIONS

1. (No Action) Review Annual Financial Report Information
2. (No Action) Review the Draft Annual Independent Audit
3. (No Action) Housing Development Fund updates
4. (No Action) Key Performance Indicators (KPI)

D. CONSENT AGENDA

E. REGULAR AGENDA

1. Approve Nominations and (Re)Appointments of Directors to the Foundation for Excellence Board
2. Elect Officers for One-Year Terms Ending at the Annual Board Meeting to be held in April of 2026
3. Approve Committee Appointments for One-Year Terms Ending at the Annual

Board Meeting to be held in April of 2026

4. Approve the 2025 Draft Grant Distribution to the City of Kalamazoo

F. PUBLIC COMMENTS

G. BOARD MEMBER COMMENTS

H. ADJOURNMENT

General information about the Foundation for Excellence (FFE) including board meeting schedules, meeting agendas and minutes, bylaws, and much more can be accessed at: <https://www.kalamazoocity.org/ffe>.

Agendas and previous minutes and video streams for FFE meetings are available directly at: <https://kalamazoomi.civicclerk.com/>.

Questions regarding agenda items may be answered prior to the meeting by contacting the FFE Manager at 269.337.8047 or ffe@kalamazoocity.org.

KALAMAZOO FOUNDATION OF EXCELLENCE

PUBLIC COMMENT RULES

1. Persons attending a regular or special meeting of the Board of Directors of the Kalamazoo Foundation for Excellence shall be permitted to address the Board in conformity with this rule and the Michigan Open Meetings Act.
2. An individual wishing to address the Board shall wait to be recognized by the presiding officer.
3. A person addressing the Board shall provide their name and whether they are a resident of the City.
4. Remarks by a speaker shall be confined to matters within the purview of the Board and KFFE.
5. The chairperson of the meeting or a majority of the Board in attendance may permit individuals to speak once, for up to four (4) minutes, on specific matters being considered on the meeting agenda of the Board, except no comment is permitted on secondary or procedural motions to a main motion.
6. A speaker is permitted to address the Board once during the Public Comment portion of the meeting for up to four (4) minutes.
7. A speaker is not permitted to yield any unused portion of speaking time to other speakers.
8. A speaker may be ruled out of order for conduct that interrupts or disrupts the meeting.

Updated October 23, 2023