

## ChicoryLane Foundation Board of Directors meeting 11/14/2024 minutes

John Smith, chair, called the meeting to order at 6:15 pm in the Spring Mills YMCA Community Room. Directors present: John Smith, Jim Zubler, Catherine Smith, Loanne Snavely, Suzy Yetter, Thom Rippon (by zoom), Adam Smith (consultant). Director absent: Doug Bierly. Visitors present: Ian Smith, Lauren Smith, Karen Schuckman, Annie Stubbs.

The roll call confirmed a quorum. John Smith reviewed the agenda for the meeting; no changes or additions were proposed. John asked for consideration of the minutes of the previous meeting. He proposed an amendment to the minutes to revise the references to people for consistency by using full names on first reference and first names on subsequent references. Suzy Yetter moved and Loanne Snavely seconded acceptance of the amendment and approval of the minutes as amended. The motion was unanimously approved.

John presented the chair's report, a brief update on key developments, arrangements for professional services, and the status of ongoing programs and initiatives by the Foundation since incorporation as a Pennsylvania nonprofit in May 2024. Thom requested that a copy of the chair's report be made available to directors. John said he will email the directors an updated copy of the meeting agenda with links to reports.

Deborah McDermott, Legal Counsel, joined the meeting by zoom to review IRS regulations and other legal obligations relevant to the Foundation. She referenced required filings and documentation. She gave an update on the Foundation's pending application to the IRS for federally tax-exempt 501c3 status, noting that slow response by the IRS is expected. Thom asked questions about governance matters such as staggered terms for directors, to which Deborah responded with procedural options for setting term limits and assigning directors' terms. Thom Rippon requested that a proposal for transitioning to a system of staggered terms be made to the directors at the next board meeting. Catherine Smith agreed to provide for discussion at the next meeting a proposal to be developed by a working group of directors.

Activity Committee co-chairs Loanne Snavely and Suzy Yetter reviewed 2024 events & planned 2025 events in relation to the Foundation's education mission. No additions or changes were proposed; the directors approved proposed 2025 events in principle.

In treasurer Doug Bierly's absence John reviewed current financial statements prepared by Doug, John, and bookkeeper John Corman. John reported 2024 donations, income, expenditures, and investments. John, Doug, and Thom were announced as Finance Committee members.

Thom spoke to governance matters, referencing his previous call for considering staggered board terms. He further called for considering recruitment of potential candidates for board membership. Catherine commented that presently the entire board is encouraged to identify candidates. She suggested that directors bring potential candidates to the chair's attention for followup, as appropriate. Thom added that ChicoryLane Foundation newsletters and events

might routinely invite people to volunteer or serve as a director. Catherine agreed to draft an invitation for communication. Suzy asked the board to specify what diversity of directors is desirable. Thom asked that a description be provided at the next meeting. Catherine agreed to ask directors their opinions on the matter and to provide a collective description at the next meeting.

As new business, John proposed that directors meet three times annually. The bylaws specify two annual meetings but permit more meetings as needed. Thom commented and others agreed that the meeting schedule is a policy and does not require amending the bylaws. Suzy moved, Loanne seconded, and a motion for a 4-month annual board meeting schedule was unanimously adopted. John suggested February (by zoom), June (in person), and October (in person) as potential 2025 meeting months. Directors agreed to meet regularly on the first Thursday of a meeting month.

Ian Smith, a visitor, made public comments thanking the inaugural board members as well as founders John and Catherine for their impressive service. Ian predicted that the Foundation will have “ecological ripple effects beyond the boundaries of ChicoryLane.”

An executive session of qualified directors to discuss a personnel matter concluded the board meeting. Jim Zubler, vice-chair, presided. Prior to that session, the visitors as well as John and Catherine, who are disqualified by inurement requirements, departed the meeting room. Jim reported that a recommendation was made with due diligence in executive session to offer employment to Lauren Smith for 2025 ChicoryLane Foundation communications and event support. The recommendation and due considerations will be documented separately in Foundation files.

Jim adjourned the board meeting at 8 pm.

Catherine Smith, secretary