



Present        Ms. Meredith Magnus, Chair  
                  Mr. Wyatt Batchelor, Vice Chair  
                  Ms. Samantha Brown-Parks, Member  
                  Mr. Alan Danzig, Member  
                  Ms. Vivian Greentree, Member  
                  Mr. Joe Higgins, Member  
                  Mr. Andy Hilmes, Member  
                  Mr. Kevin Loncher, Member  
                  Mr. Bob McMahon, Member  
                  Mr. John Phillips, Member  
                  Mr. Destry Rogers, Member  
                  Ms. Patricia Ross, Commissioner  
                  Mr. Pete Peterson, Veterans Service Board, Liaison to Foundation Board  
                  Ms. Raemona Miller, Attorney General's Office  
                  Mr. Kerry Dyer, Foundation COO, Chief Operations Officer, GDVS  
                  Ms. Julie Hammond, Foundation CFO, Commissioner's Executive Assistant, GDVS  
                  Ms. Camala Ball, Budget Analyst, GDVS  
                  Ms. Charlotte May, Director, Public Information and External Affairs, GDVS  
                  Ms. Irene Mackson, Business Support Analyst, GDVS

On Friday, December 6, 2024, the Veterans Service Foundation Board meeting was held by video/tele-conference.

There was a roll call of Board members to see who was present. The members listed above were present. The following members were excused from the meeting by Chair Magnus: Chuck Roberts.

Ms. Magnus called the meeting to order at 10:04 a.m. She recognized Ms. Rae Miller from the Attorney General's Office and Mr. Pete Peterson from the Veteran Service Board.

Mr. Danzig made a motion to approve the minutes from the October meeting, which were previously distributed to members to review. Mr. McMahon seconded the motion.

Regarding the minutes, Mr. Danzig asked a question about the Suicide Prevention Summit. Commissioner Ross answered that this is a summit that we have held annually for the past two years during the summer. A designated donation from the Department of Behavioral Health and Developmental Disabilities, who was a co-sponsor for the event, paid for the venue. We had 134

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counties represented at the summit. Mr. Danzig asked if the purpose of the summit was to raise awareness of veteran suicides. Commissioner Ross answered that they offered continuing education credits, bringing together clinical providers, social workers and faith-based groups. Commissioner Ross also confirmed the funding came from grants. She offered to circle back with Mr. Danzig if he wanted more information regarding what GDVS does in the area of suicide prevention and awareness.

Mr. Danzig asked a question about the Women & Diversity Program. Commissioner Ross explained the American Legion donated the funds and designated them for a Women's Gala, which included vendors, networking, and education opportunities. Georgia has the fastest growing population of women veterans, and we hold this event every two years.

Mr. Rogers asked a question about the process to approve and disseminate the funds. Commissioner Ross answered that the Board approved designated funds would be spent as designated without having to go back through the Board for approval. The CEO approves the expenditures, and the CFO disseminates the funds.

Ms. Magnus requested the documentation for the Suicide Prevention Summit expenditures, which had previously been sent to her via email by Mr. Demers. She also requested the board meeting minutes where it was approved that designated funds did not have to subsequently approved by the Foundation. These minutes were sent previously and are publicly on the Foundation's website. Ms. Hammond will re-send those documents to Ms. Magnus. Ms. Magnus stated that the letter from DBHDD did not reference the Suicide Prevention Summit nor was it dated. The letter is attached to these minutes to show what the funds were designated for, and to show that the Summit meets the requirements listed.

The motion to approve the October minutes passed.

### **OFFICER REPORTS**

Mr. Demers, the CEO, was not present. Mr. Dyer gave the following report for him: The amount of the Georgia State Contributions program donations will not be known until 2025. His upcoming task for the Foundation Board will be the completion of IRS Form 990. Ms. Magnus expressed some concerns about the completion of IRS Form 990 for 2023. She was assured that our accountant with the State of Georgia, Mr. Robert Orange, had reviewed the form prior to submission and the IRS had accepted the submission. This is the first time GDVS had heard that there were any issues with the 990. Mr. McMahon questioned Ms. Magnus regarding the source of her concerns regarding the 990. Ms. Magnus stated that she has a letter from her personal counsel, and she had sent that letter to the Board members. Commissioner Ross requested a copy of the letter and Ms. Magnus stated that she would forward it.

Mr. Dyer, the COO, had nothing new to report to the Board.

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Ms. Hammond presented the following financial report, which was previously sent to the Board members to review.

The funds in the account are allocated as follows:

General Funds	\$35,481.93
Homelessness	\$ 9.41
New Homes	\$ 1,025.00
State Benefit Book Ads	\$12,259.25
Suicide Prevention Hardware	\$ 1,700.00
Suicide Prevention Summit	\$11,380.00
<u>Women &amp; Diversity</u>	<u>\$ 1,124.72</u>
TOTAL	\$62,980.31

Mr. Rogers asked about the approval process for spending the funds. Ms. Hammond answered that there haven't been any expenditures other than designated funds except for the QuickBooks monthly fee and the D&O Insurance. The Board approved both expenditures. There have been no expenditures that the Board hasn't approved other than designated funds, which are approved by the CEO. Once funds are raised, the Board will need to define processes for spending these funds.

Ms. Magnus asked a question about an expenditure to the Miner Agency. Commissioner Ross answered that this annual fee is for the Foundation's website, and was approved by the Foundation Board in a previous meeting. There was a discussion regarding the website, and Ms. May explained that the Foundation must have a separate website to receive donations. State agency websites are hosted by the Georgia Technology Authority and are not set up to receive donations. To receive donations, you have to link to an external source. In a prior board meeting the members approved the use of an outside agency for design, creation and maintenance.

**DIRECTOR ACTIVITY REPORTS**

Mr. Danzig brought up the idea of a charity cruise to raise funds. He has experience with a company called Cruise Brothers. One option is to purchase a cruise ticket and have a raffle, if it's legal to do so. The other option is to set aside a block of rooms and then the cruise line would donate to the Foundation. Ms. Magnus requested he put together a presentation with more details for the Board and a determination could be made. Ms. Magnus also requested he put together an email with various questions regarding this proposal that members of the Board could weigh in on. Ms. Miller from the AG's office offered to look into the process and legalities and get back to the Board.

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Ms. Greentree asked several questions as a part of her activity report. How many fundraisers do we do each year? How many events? What have we done in the past? Have we done a cruise in the past? Are there other events we are considering, and which ones should we do each quarter? We can do the Legislative Breakfast again and incorporate more fundraising ideas into it. It seems like the Foundation's key function is to be able to accept donations in a way that the government can't. So how can we create the platform and then accept donations without doing a lot of extra work? Ms. Magnus expressed that Ms. Greentree has good ideas and suggested she serve on the Giving Committee.

Mr. Hilmes and Mr. McMahon discussed how we raise, receive and manage potential donors. Linda Sackett has been donating her time and representing a company called Blackbaud. The software is impressive in terms of its ability to help with managing donor relations. It comes with a price. Mr. McMahon expressed that part of the challenge before we move too far forward is that we need to see that the State properly funds existing facilities [War Veterans Homes] before we try to earn capital or put together a capital campaign for additional facilities. We need a clear set of guidance and to make sure we are aligned with the Veterans Service Board and the Commissioner. Ms. Magnus requested a demo for the Foundation Board from Blackbaud. Mr. Hilmes and Ms. Greentree suggested we look at other companies as well that might be more affordable.

There was a discussion about grant funding for software. Commissioner Ross explained that GDVS does not pay for a subscription to any sort of grant management or grant information program. Also, we have not applied for grants for the Foundation, only federal grants for GDVS.

Mr. Loncher reported that we have established a Georgia Veterans Service Foundation LinkedIn Page. There are currently 56 followers. He encouraged everyone to follow it and share it with their contacts.

Mr. Phillips asked about existing state and federal buildings that are empty that could potentially be re-fitted to use for veterans. Ms. Magnus answered that he could research this and send the information to Commissioner Ross to read through.

### **OLD BUSINESS**

Ms. Magnus requested that Board members sign their acknowledgement stating they have received the bylaws. She also requested everyone pay their portion of the D&O insurance (\$181.00).

### **NEW BUSINESS**

Ms. Magnus attempted to schedule a meeting within the next two weeks to go over the letter from her personal counsel. No date was locked down.

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Ms. Magnus made a motion to move forward and approve the new mission statement, which was not read aloud for the purpose of putting it down in the minutes. Mr. Rogers seconded the motion. The motion passed. Commissioner Ross requested a copy of the statement and Ms. Magnus agreed to send it.

Ms. Magnus made a motion to adjourn the meeting. Mr. Higgins stated that there was some business still to discuss. He stated that there has been a lot of drama within the Foundation and the department and proposed a motion to change out the Chair of the Board. Mr. McMahon seconded the motion. Discussion followed in which Mr. Rogers affirmed his support for Ms. Magnus as Chair. Mr. Higgins, Mr. McMahon, Mr. Batchelor, Mr. Phillips, and Mr. Loncher all agreed with Mr. Rogers that Ms. Magnus has made some valuable contributions to the Board, but they still believe a change should be made. Ms. Magnus asked for a list of members on the call a couple of times and Ms. Hammond read the names to her. There was a discussion regarding how many people need to be on the call to remove the Chair. The Attorney General's Office was asked to weigh in. In the meantime, Mr. Batchelor made a motion that we take the vote to remove the current Chair as we wait for the answer from the AG's Office. Mr. Higgins seconded the motion. The motion passed. The vote was as follows:

- Mr. Batchelor – Yes
- Ms. Brown-Parks – Yes
- Mr. Danzig – Abstain
- Ms. Greentree had already left the meeting.
- Mr. Higgins – Yes
- Mr. Hilmes had already left the meeting.
- Mr. Loncher – Yes
- Ms. Magnus – No
- Mr. McMahon – Yes
- Mr. Phillips – Yes
- Mr. Roberts was not present at the meeting.
- Mr. Rogers – No

The total vote is six for the removal of the current chair, no for removal of the current chair and one abstention.

Ms. Magnus tried to adjourn the meeting several times. Mr. Peterson expressed that the vote reached a majority, which is what was required to approve the motion. Ms. Miller returned to the meeting and stated that to remove a chair you need a simple majority of a quorum, or members present and not a 2/3 majority of the Foundation Board since the Bylaws do not specifically set forth any guidance about the removal of officers. Mr. Peterson reiterated that the majority voted to remove the chair, which

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was what the AG's Office stated was needed, and which made the vote official. Now the vice-chair will be in charge of the meeting.

Mr. Batchelor made a motion to adjourn the meeting. Mr. McMahon seconded the motion. The meeting was adjourned at approximately 11:31 a.m.

NOTE:

The minutes were approved on February 6, 2025 with the following changes:

- Omission (Pg. 2): Ms. Magnus requested a copy of the documentation where Robert Orange with the State Accounting Office signed off on the 990 filing.
- Verbiage inclusion (Pg. 2): "The letter is attached to these minutes to show what the funds were designated for, and to show that the Summit meets the requirements listed."
- Inaccurate (Pg. 3): "Mr. Danzig brought up the idea of a charity cruise to raise funds. He has experience with a company called Cruise Brothers."
- Inaccurate (Pg. 4): "Linda Sackett has been donating her time and representing a company called Blackbaud."
- Omission (Pg. 5): "The total vote is six for the removal of the current chair, 2 no votes for removal..."
- Omission (Pg. 5): Comm. Ross asked Mr. Peterson to confirm the Veterans Service Board had engaged with the Attorney General's Office on the requirement under Robert's Rules to remove a Board Officer... Mr. Peterson confirmed by stating...
- Omission (Pg. 5): Ms. Magnus asked if Ms. Brown-Parks was back on the board, since she was voting. Ms. Hammond stated that she was informed by the GDVS BOD that Ms. Brown-Parks was never off the board and that she had only resigned as Secretary, not from the Board of Directors. Ms. Magnus stated Ms. Brown-Parks did resign from the Board of Directors, and that her resignation was accepted by the Foundation Board of Directors.

SIGNED:

  
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Wyatt Batchelor, Vice-Chair