
United Way of Southeast Alaska
Board of Directors Meeting
Thursday, April 18, 2019
5:15 PM - 7:00 PM
3225 Hospital Drive, Suite 106
Teleconference: (800) 315-6338, Code: 32251#

I. CALL TO ORDER & INTRODUCTIONS—Chair Warren Russell

II. APPROVAL OF AGENDA—Corrections/Additions

III. APPROVAL OF MINUTES—Corrections/Additions
   March 21, 2019 Annual Meeting Minutes

IV. PRESENTATIONS—
   1. Stacy Kimbrough, AmeriCorps Volunteer serving at SERRC
   2. Norman Alexander, AmeriCorps Volunteer at Family Promise
   3. Marisa McConnell, AmeriCorps Volunteer serving AWARE

V. COMMITTEE REPORTS—
   Resource Development:
   - Finance Committee—Karmen Bowman, Treasurer, Mark Mesdag
     - March Finance Report
   - Campaign Committee—Kendri Cesar, Warren Russell, Jennifer Treadway, Tom Sullivan
   - Donor Development & Sustainability—
   - Events Committee—Karmen Bowman, Sasha Moore, Robbie Stell
   - Nonprofit Executives—Joy Lyon, Erin Walker-Tolles

   Governance Committee:
   - Board Development Committee—Warren Russell, Mark Mesdag
   - Personnel Committee—Jennifer Treadway, Warren Russell

VI. STRATEGIC DISCUSSIONS—Strategic Plan, Awareness, Fundraising, Engagement (SAFE)
   UWSEAK Board Assessment Samantha Dye

VII. OLD BUSINESS—
   Board Assessment

VIII. NEW BUSINESS—
   Election of Chair Elect — Jennifer Treadway-O’Dea
   Election of Secretary —
   United Way Worldwide Annual meeting Voting Proxy -

IX. CHAIR REPORT—Warren Russell

X. PRESIDENTS REPORT—Wayne Stevens

XI. BOARD MEMBER COMMENTS—

XII. AJOURNMENT—Next Meeting: May 16, 2019

Vision Statement: "United Way of Southeast Alaska addresses individual needs and improves lives by organizing the caring and collaborative power of our communities"
| Term Ends | First Name  | Last Name       | 1/25 | 2/21 | 3/21 | 4/18 | 5/16 | 6/20 | 7/18 | 8/15 | 9/19 | 10/17 | 11/21 | 12/19 | % Attended | X | Total |
|-----------|-------------|-----------------|------|------|------|------|------|------|------|------|------|-------|-------|--------|---|-------|
| Jan - 2020 | Karmen      | Bowman          | X    | X    | X    |      |      |      |      |      |      |       |       | 100%   | 3 | 3     |
| Jan - 2020 | Kendri      | Cesar           | X    | X    | E    |      |      |      |      |      |      |       |       | 67%    | 2 | 3     |
| Jan 2022  | Cherie      | Curry           |      |      |      |      |      |      |      |      |      |       |       |        |   |       |
| Jan - 2021 | Jennifer    | Treadway-O'Dea  | X    | X    | X    |      |      |      |      |      |      |       |       | 100%   | 3 | 3     |
| Jan - 2020 | Joy         | Lyon            | E    | X    | X    |      |      |      |      |      |      |       |       | 67%    | 2 | 3     |
| Jan - 2019 | Mark        | Mesdag          | X    | X    | E    |      |      |      |      |      |      |       |       | 67%    | 2 | 3     |
| Jan - 2021 | Sasha       | Moore           | X    | E    | E    |      |      |      |      |      |      |       |       | 33%    | 1 | 3     |
| Jan - 2020 | Fred        | Parady          | E    |      |      |      |      |      |      |      |      |       |       | 0%     | 0 | 1     |
| Jan - 2021 | Warren      | Russell         | X    | E    | X    |      |      |      |      |      |      |       |       | 67%    | 2 | 3     |
| Jan - 2022 | Millie      | Ryan            | X    | T    | X    |      |      |      |      |      |      |       |       | 100%   | 3 | 3     |
| Jan - 2019 | Robbie      | Stell           | X    | X    | X    |      |      |      |      |      |      |       |       | 100%   | 3 | 3     |
| Jan - 2021 | Tom         | Sullivan        | X    | X    | X    |      |      |      |      |      |      |       |       | 100%   | 3 | 3     |
| Jan - 2021 | Erin        | Walker-Tolles   | X    | T    | T    |      |      |      |      |      |      |       |       | 100%   | 3 | 3     |

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<thead>
<tr>
<th>Total # of Board Members</th>
<th>12</th>
<th>11</th>
<th>11</th>
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<td>9</td>
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<td>Average Percentage Attending</td>
<td>83%</td>
<td>82%</td>
<td>73%</td>
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X = Attended      T = Teleconferenced      E = Excused      A = Absent
CALL TO ORDER & INTRODUCTIONS

Chair Russell called the meeting to order at 5:42 pm. A quorum was established with 6 members present and one joining the meeting telephonically.

APPROVAL OF AGENDA

Motion: Treasurer Bowman moved to adopt the agenda as presented. Board Member Sullivan seconded the motion.

Chair Russell asked if there were any objections to adopting the agenda as presented. Members expressed no objections to the adoption of the agenda as presented.

With no objections, the agenda was adopted as presented.

APPROVAL OF MINUTES

Motion: Board Member Sullivan moved to approve the minutes of the February 21, 2019 Board of Directors Meeting. Secretary Treadway-O’Dea seconded the motion.

Motion to approve minutes as presented was approved unanimously.

PRESENTATIONS

Samantha Dye with Dynamic Consulting talked about the board self-assessment and laid the foundation for the board discussion to happen at the next meeting based on the collective scores of the assessment. She noted that a strong partnership between the Board and the CEO would help to increase capacity and drive impact. The six attributes being assessed would help the board go above and beyond the characteristics of a normal board. Those attributes are:

- Set Direction and Measure Performance and Results
- Deepen Relevancy in Community
- Prioritize Time on Strategy
- Grow Revenue and Donors
- Leverage the Board as a Key Talent Asset
- Engage with the Network
The assessment will measure the board as a whole, “We” not me.

- It will provide a baseline of where we are now
- Deepen the conversation, where we want to be
- Seeing where we are
- Strengthen the commitment to the Six Attributes

Board members spent a few minutes completing the assessments and delivered to Ms. Dye, who will calculate the scores and deliver a report to the board at its April 18 meeting. The goal is to strengthen the board in its capacity.

COMMITTEE REPORTS

Resource Development:

- **Finance Committee** - Board Members Bowman, Mesdag, Russell
  
  Finance committee had not yet met to review the January finance statement. Treasurer Bowman noted some discrepancies in the report and asked Stevens to clarify numbers. It appears that the cells in the Excel spreadsheet are importing incorrectly from the MIP accounting system. Stevens will contact Anchorage accounting person and get these items corrected.

  Treasurer Bowman noted that the FY 17 IIRS 990 Tax return has been completed. She had reviewed and noted the numbers tied out to the Annual review. Tax person is having it reviewed and it will be submitted shortly. She had copies available for board member to peruse.

- **Campaign Committee** - Board Members Cesar, Mesdag, Russell, Treadway-O’Dea, Sullivan
  
  Board Member Cesar had worked with staff to develop template letters for board members to use when asking for donations. Two options have been made available for use: 1) Financial Investor Letter and 2) Leadership Giving Letter. Both templates will be emailed to all board members as well as added to the “Secure Page for Board Members Only” page on the United Way of Southeast Alaska’s website. Board Member Cesar asked if any Board members had availed themselves of the opportunity. None had.

- **Events Committee** - Board Members Bowman, Moore, Mesdag, Lyon
  
  Cruise for a Cause plans are finalized Ernestine Hayes (Author/Professor at UAS) as the guest speaker. Board members were reminded that the cruise will be held on May 2, 2019.

  Committee met Tuesday March 19 to review ideas and options as discussed at the February Board meeting. Minutes of meeting are included in the board packet. Brief discussion was held on the topic of hosting a secondary event/activity on board the boat while sailing to and/or from the lodge and what kind of events/activities could be held in the 30 minute duration. Members discussed possible ideas and concluded that with the limited time frame there would be no additional activities associated with the cruise.

  There was general discussion on other ideas like a Ski to Sea, or Tough Mudder type event. Exploration continues.

- **Nonprofit Executives** - Board Members Lyon, Walker-Tolles
  
  Board Member Lyon and Board Member Walker-Tolles reported on the Nonprofit Executives meeting held on March 1. The group hosted the Teri Tibbett, Program Coordinator, with the Department of Health and Social Services. Ms. Tibbett serves as the Advocacy Coordinator for a number of Board and Commissions funded in part by the Alaska Mental Health Trust.
The group held a wide ranging discussion with Ms. Tibbett regarding efforts to share concerns with the Legislature about the dire impacts of the proposed budget cuts. Ms. Tibbett provided a number of pieces of information with the group, noting the impacts of expected reduced budgets and the ability to provide services to their clients. All were encouraged to engage in the discussion and make sure to let elected officials know potential impact.

**Governance:**

- **Board Development Committee**- Board Members Russell, Mesdag

  Chair Russell had met with a couple of interested potential board members. One representing the media sector who have wide community connections across the region. Chair Russell is looking for a board member to represent the government sector and awaiting word back from past board member Robbie Stell about a potential board member representing UAS.

- **Personnel Committee**- Board Members Treadway-O’Dea, Russell

  CEO evaluation has been compiled and finalized. Chair Russell met with President Stevens to discuss evaluation on March 1 to deliver the evaluation.

**STRATEGIC DISCUSSIONS**

Chair Russell noted that he was pleased that the board assessment process was moving. He will work with Ms. Dye to get the final product prepared and delivered to the Board at the next meeting in April.

**OLD BUSINESS**

None

**NEW BUSINESS**

**Board Member Election**

Chair Russell reported that he and Stevens had met with Cherie Curry, Juneau Station/Sales Manager and SE Alaska GM with Frontier Media. A life-long Alaskan, she brings a wealth of media and nonprofit experience to the board.

**Motion:** Board Member Ryan moved to elect Cherie Curry to the Board. Treasurer Bowman seconded the motion.

Motion to elect Cherie Curry to the Board of Directors approved unanimously.

**CHAIR’S REPORT**

Chair appreciated board members willingness to complete the assessments. He asked Board member Sullivan to head up a Regional Impact Committee to work on ways to increase presence and participation of United Way partner agencies across SE.

**PRESIDENT’S REPORT**

President Stevens noted his activity report in the packet and noted that Coeur Alaska will be holding their final recurrent training session the next Tuesday. Response has been very He asked board members to mark their calendars for May 2 as the date for the cruise and dinner at Orca Point Lodge. Ernestine Hayes has graciously agreed to be our featured presenter.
He updated the board on the search for the open Office Administrator position. He noted that he is trying to keep up with the reports and processes, but is a bit slow.

BOARD MEMBER COMMENTS

ADJOURNMENT

Chair Russell adjourned the meeting at 6:55 pm.
United Way of Southeast Alaska
Financial Summary
February 28, 2019

Revenues

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<th>Year to Date</th>
<th>Prior YTD</th>
<th>Year to Date</th>
<th>Variance</th>
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<tbody>
<tr>
<td>Actuals</td>
<td>Actuals</td>
<td>Budget</td>
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</table>

**Fall 18 Campaigns**
- Private Cpgn to UW: 82,496 - 91,498 - 82,496
- Community Impact Revenue: 12,115 - 26,102 - 103,000 (90,885)
- Designations from Other United Way: - - - 40,000 (40,000)
- SHARE to UW: - - (47,625) 47,625
- CFC to UW: - - - -
- **Total Gross Campaign Revenue**: 94,611 117,600 - 95,375 (764)
- Less Designations Expense: (35,316) (34,040) - (35,316)
- **Net Campaign Revenue**: 59,295 83,560 95,375 (36,080)
- 15% Designation Processing Revenue: 3,412 5,032 10,500 (7,088)
- **Subtotal Campaign**: 62,706 88,592 105,875 (43,169)
- **Non-Campaign Income**: 144,031 140,823 211,770 (67,739)
- **Total Revenues**: 206,738 229,415 317,645 (110,907)

**Expenses**
- Human Resources: 71,056 500 (0) (71,056)
- Travel & Training: 5,982 80 8,300 2,318
- Community Impact: 5,000 - - (5,000)
- Other Expenses: 110,149 - 132,320 22,171
- **Total Expenses**: 192,187 580 140,620 (51,567)
- **Net Income (Loss)**: 14,551 228,835 317,025 (162,474)

**Assets, Liabilities & Equity**

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<th>Current Year</th>
<th>Prior YTD</th>
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<td>Cash</td>
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<td><strong>Total Assets</strong></td>
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<td><strong>Liabilities &amp; Equity</strong></td>
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<td>Agency Designations Payable</td>
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<td>Other</td>
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<td>Equity</td>
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<td><strong>Total Liabilities &amp; Equity</strong></td>
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**Liquidity (Current Ratio)**

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Campaign Summary

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**Campaign Collections**

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<th>Private</th>
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<th>CFC</th>
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<td>Fall 18</td>
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<tr>
<td>Total Campaign Pledges</td>
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<tr>
<td>Designated to UW</td>
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<td>Total Collections to date</td>
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<tr>
<td>% Collected</td>
<td>90%</td>
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<td>90%</td>
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<td>Fall 17</td>
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<tr>
<td>Total Campaign Pledges</td>
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<td>279,560</td>
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<td>73%</td>
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### United Way of Southeast Alaska
#### Campaign Summaries

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<th>Fall09</th>
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<td>213,870</td>
<td>205,482</td>
<td>274,843</td>
<td>258,514</td>
<td>247,266</td>
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<td>94,611</td>
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<td>Totals</td>
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<td>377,346</td>
<td>353,000</td>
<td>330,944</td>
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<td>374,953</td>
<td>351,268</td>
<td>250,166</td>
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<td>335,000</td>
<td>319,200</td>
<td>388,000</td>
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<td>Pos/(Neg) Variance</td>
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<td>55,753</td>
<td>(36,732)</td>
<td>(49,834)</td>
<td>(200,389)</td>
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Past Contributions

2009: $4,375.00
2010: $4,825.00
2011: $5,925.00
2012: $6,528.00
2013: $6,700.00
2014: $8,025.00
2015: $7,275.00
2016: $4,325.00
2017: $2,825.00
2018: $3,125.00
Total: $53,928.00
TO: MEMBERS OF UNITED WAY WORLDWIDE  
FROM: PUNIT RENJEN  
DATE: MARCH 20, 2019  
SUBJECT: CALL TO ATTEND ANNUAL MEETING – MAY 1, 2019

On May 1, we will host the 2019 United Way Worldwide (UWW) Annual Meeting in Toronto, Ontario, Canada. All members are entitled to one delegate vote (with the exception of State Associations, per UWW’s bylaws); I encourage you to attend this meeting or submit your vote by proxy.

This year’s meeting will take place from 8:00–9:00 a.m. in Room 713 at the Metro Toronto Convention Centre (255 Front Street West, Toronto, ON M5V 2W6 Canada). The agenda will include an update on the state of the organization, followed by the election of board members.

Enclosed for your review are the proxy statement, minutes from the 2018 Annual Meeting, and board nominations. Also enclosed is a proxy form to be used by any qualifying member organization that is unable to attend the meeting, but would like to exercise its right to vote.

UWW General Counsel and Secretary Patricia Turner, Esq. will be the organization’s designee, and will vote on behalf of the proxies at this year’s meeting. To designate someone else to exercise your proxy*, please insert the person’s name on the enclosed proxy form. All proxy forms must be received no later than 5:00 p.m. U.S. Eastern Daylight Time on April 30 and may be submitted by fax (+1 703.683.7846) or mail (address on form). You can also submit your vote online at https://online.unitedway.org.

Any additional voting matters for discussion at the meeting should be sent to Ms. Turner by April 19, 2019. She is available to answer your questions at Patti.Turner@uww.unitedway.org or (+1 703.683.7866).

Thank you in advance for your participation at this meeting (either by proxy or in person).

Enclosures

cc: United Way Worldwide Board of Trustees  
United Way U.S.A. Board of Trustees

*The substitute proxy should be executed by an authorized volunteer representative of the member United Way organization.
PROXY STATEMENT

1. ELECTION OF WORLDWIDE and U.S.A. BOARD MEMBERS

United Way Worldwide's (UWW's) Board of Trustees and United Way's U.S.A. Board of Trustees each approved an attached slate of nominees for election to their respective boards. Nominees are a slate of cross-sector leaders that were chosen for their valued expertise, leadership and commitment to United Way. The names of additional nominees may be added to the slates as their acceptances are received and will be posted on United Way Online (online.unitedway.org).

2. OTHER BUSINESS

Any other matter which may properly come before the meeting and be voted on must be in compliance with the New York State Not-For-Profit Corporation Law and UWW's Articles of Incorporation and Bylaws. Any new voting matters should be shared with Ms. Patricia Turner, Esq., UWW's General Counsel and Secretary, by April 19, 2019.

1-1
UNITED WAY WORLDWIDE
ANNUAL MEETING OF THE MEMBERSHIP
MAY 1, 2019

NOMINEES TO UNITED WAY’S U.S.A. BOARD OF TRUSTEES

The U.S.A. Board serves as the governing body charged with providing oversight of matters related to, and specific to, the United Way network in the United States. Its responsibilities include U.S. membership issues, public policy, community impact, resource development, and U.S. Board development. It also provides counsel and recommendations to the United Way Worldwide Board on system-wide issues.

To be considered for board membership, all United Way U.S.A. trustees should possess wisdom and a commitment to the United Way mission. Trustees should ensure that they have the time to prepare for meetings; attend board and committee meetings; consult with management as needed; and be engaged in critical decision-making for the U.S. network. We also expect trustees to stay informed about issues that are relevant to our mission. The U.S. Nominating Committee’s evaluation of nominees takes into account the ability of nominees to contribute to the diversity of gender, ethnic background, and professional experience represented on the board. The committee reviews its effectiveness in balancing these considerations when assessing the composition of the board.

2019 Nominees
The U.S. Nominating Committee has nominated the following candidates for election as trustees. The U.S.A. Board of Trustees recommends a vote FOR the election of each of the following nominees. If elected, the board will have the following composition:

- 50% female, 50% male
- 50% white, 50% people of color
- 50% corporate leaders
- 25% education, income and health experts

Second 3-Year Term
Beginning at the 2019 Annual Meeting and concluding at the 2022 Annual Meeting
Desired Expertise for the Board: National Corporate Leadership and Strategic Partnerships

1. Neeraj Mehta, Executive Vice President & Chief Executive Officer, Payment Solutions and Chief Commercial Officer, Synchrony

Neeraj Mehta is the Executive Vice President, Chief Executive Officer of Payment Solutions and Chief Commercial Officer of Synchrony. Neeraj leads one of Synchrony’s sales platforms that provides consumer financing through retail channels. Formerly, Neeraj was the Executive Vice President, Business Strategy and Development, where he built out a new function for Synchrony overseeing corporate strategy, payment innovation, strategic partnerships, Synchrony Ventures and acquisitions.
Neeraj joined GE in 1996 and held numerous executive roles at GE Capital, including president and Chief Executive Officer of GE Capital, Commercial Distribution Finance, and operating multiple other business units during his 20 years with GE. He was appointed officer of GE Company in 2010. He is an executive sponsor and board member of internal and external Asian Pacific American councils. Neeraj has been engaged locally with United Ways in Illinois and Connecticut.

**Second 3-Year Term**
*Beginning at the 2019 Annual Meeting and concluding at the 2022 Annual Meeting*
*Desired Expertise for the Board: National Corporate Leadership and Talent Development*

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2. Byron Spruell, President of League Operations, National Basketball Association

As President, League Operations at the National Basketball Association, Byron Spruell oversees critical league operations, including the Basketball Operations, Referee Operations and Basketball Strategy & Analytics departments and the processes regarding the management of rule changes, the evaluation and training of game officials, the enforcement of conduct standards and discipline, and the application of analytics and innovation on the future of the game. Spruell also collaborates with USA Basketball and the International Basketball Federation (FIBA) to promote the global growth of the game and development of players worldwide.

Prior to joining the NBA in August 2016, Spruell spent 20 years at Deloitte LLP, most recently as its Vice Chairman, Central Region Market Leader. He spearheaded the firm's client and business growth and strategic positioning across 22 states consisting of 31 offices and more than 14,000 Deloitte professionals across the region. He also served as Chicago Managing Principal, supervising talent and community involvement initiatives in the local office.

Spruell has served on several charitable boards and committees, including World Business Chicago and the Civic Committee of the Commercial Club of Chicago, and is active in various nonprofit organizations, including the United Way, Big Shoulders Fund, Northwestern Memorial HealthCare and Chicago Urban League. He is currently on the boards of the Museum of Science and Industry, and Metropolitan Family Services in Chicago and the Jackie Robinson Foundation in New York.

Spruell, who grew up in Cleveland, earned a bachelor's degree in mechanical engineering and an MBA in finance from the University of Notre Dame. He was an offensive lineman and co-captain of the Fighting Irish's football team and currently serves on the University's Board of Trustees and as an Advisor on the Monogram Club. Spruell met his wife, Sedra, at Notre Dame. They have a son, Devyn, and a daughter, Aleah.
NOMINEES TO UNITED WAY WORLDWIDE'S BOARD OF TRUSTEES

The United Way Worldwide Board of Trustees has fiduciary oversight of United Way Worldwide. It is responsible for overseeing the business affairs of the organization including strategic leadership, resource and relationship management, reputation building and stewardship of the organization’s mission and assets.

To be considered for board membership, all United Way Worldwide trustees should possess wisdom and a commitment to the United Way mission. Trustees must exhibit a commitment of both time and active attention to fulfill their fiduciary obligations. We also expect trustees to stay informed about issues that are relevant to our mission. The governance committee’s evaluation of nominees takes into account the ability of nominees to contribute to the diversity of geography, gender, ethnic background, and professional experience represented on the board. The committee reviews its effectiveness in balancing these considerations when assessing the composition of the board.

2019 Nominees
The Governance Committee has nominated the following candidates for election as trustees. The Board of Trustees recommends a vote FOR the election of each of the following nominees. If elected, the board will have the following composition:

- 31% female, 69% male
- 44% International, 56% U.S.
- 38% Corporate CEO / Chair

Second 3-Year Term

Beginning at the 2019 Annual Meeting and concluding at the 2022 Annual Meeting
Desired Expertise for the Board: Multinational Corporate and Philanthropic Leadership

1. Luis Javier Lachner Castro, Founder and Managing Director, Mesoamerica, Escazú, Costa Rica

Prior to founding Mesoamerica 20 years ago, Luis Javier was a consultant at Bain & Company. In 2013, he was awarded business man of the year by El Financiero of Costa Rica for his transcendental leadership that allowed Mesoamerica to cross frontiers and become one of the most relevant and innovative firms in the last 20 years. He is also one of the 100 most influential people in Latin America according to America Economia magazine and a member of the G50 group of Latin American business leaders.

Luis Javier devotes a significant amount of time and resources to social impact initiatives through several organizations that promote quality education, sustainability, leadership innovation and entrepreneurship in Costa Rica and the broader Latin-American region. He is President of the Conscious Capitalism Chapter in Costa Rica, and President Emeritus of Yo Emprendedor, AED

1-3
Mr. Luis Javier Castro is a Central American born in Costa Rica, a husband and father of three children. Mr. Castro holds a Bachelor in Science from Texas A&M University and an MBA from Georgetown University.

2. Secretary Rodney E. Slater, Esq., Partner, Squire Patton Boggs LLP

Secretary Slater’s bipartisan and inclusive approach to problem solving has earned him tremendous respect and admiration on both sides of the aisle, enabling him to have one of the best relationships with the White House, Congress, and business, labor and political leaders worldwide in the history of the US Department of Transportation (DOT). His work at DOT forever altered America’s and the world’s appreciation of transportation as more than just concrete, asphalt and steel. Secretary Slater brings the same strategic, results-oriented and collaborative approach to the practice of law to his public policy practice.

As US Secretary of Transportation under President Bill Clinton, Secretary Slater passed several historic legislative initiatives over his tenure, including the Transportation Equity Act for the 21st Century (TEA-21), which guaranteed a record US$200 billion in surface transportation investment through 2003, and the Wendell H. Ford Aviation Investment Reform Act for the 21st Century (AIR-21), which provides a record US$46 billion to improve the safety and security of the nation’s aviation system. Under his leadership, the federal transportation budget doubled and in the department’s “best in government” strategic and performance plans, the scope and definition of transportation was expanded to include a focus on safety, mobility and access, economic development and trade, the environment and national security.

Prior to his tenure as Transportation Secretary, Secretary Slater served as director of the Federal Highway Administration, where – as the agency’s first African-American Administrator in its century-long history – he oversaw the development of an innovative financing program that resulted in hundreds of transportation projects being completed two to three years ahead of schedule with greater cost efficiencies. Over that time, the federal transportation budget increased an unprecedented 104%.

Secretary Slater is one of the leaders of the firm’s best-in-class practice in Corporate Compliance Advice, ensuring best-business practices for various companies. Secretary Slater led Toyota’s Safety Advisory Panel and was recently selected by NHTSA to serve as the Independent Monitor of FCA.
He is a member of the Board of Directors of the Squire Patton Boggs Foundation, which promotes the role of public service and pro bono work in the practice of law and the development of public policy.

**Recognitions**

- **Former US Secretary of Transportation**
- **Former Administrator of the US Federal Highway Administration**
- **Former Director of Government Relations, Arkansas State University**
- **Former Special Assistant for Economic and Community Programs to then-Governor Bill Clinton**
- **Former Executive Assistant for Community and Minority Affairs to then-Governor Bill Clinton**
- **Former Assistant Attorney General, Litigation Division of the Arkansas State Attorney General's Office**
- **Former Secretary-Treasurer, Arkansas Bar Association**
- **Special Liaison, Martin Luther King Jr. Federal Holiday Commission**
- **Vice Chairman and Senior Advisor, James Lee Witt Associates**
UNITED WAY WORLDWIDE ANNUAL MEETING MAY 1, 2019

MINUTES FOR APPROVAL, UNITED WAY WORLDWIDE’S ANNUAL MEETING JUNE 27, 2018

WORLDWIDE AND USA TRUSTEES PARTICIPATING: Phillip Baldwin, Dr. James Bullard, Mary Ellen Garrett, Neeraj Mehta and Dr. Juliette Tuakli.


MEMBERS PRESENT: A total of 57 member organizations were represented at the Annual Meeting and 273 member organizations submitted proxies prior to the meeting. There were a number of guests present.

WELCOME AND CALL TO ORDER: Dr. James Bullard, chair of the U.S.A. Board of Trustees and member of the United Way Worldwide (UWW) Board of Trustees, called the meeting to order at 9:03 a.m. Dr. Bullard reviewed the three quorum requirements and announced a quorum was present to conduct business.

Ms. Garrett, motioned:

- Motion - THAT the annual meeting agenda be approved.

The motion was SECONDED and CARRIED.

REPORT OF UNITED WAY WORLDWIDE: Dr. Bullard reported on UWW’s accomplishments during the past year. As of December 31, 2017, United Way was working in 40 countries and territories around the world. Collectively, United Way raised $4.72 billion in revenue and engaged nearly 3 million volunteers and 8.9 million individual donors in our work. Highlights include the following:

United Way launched its Global Results Framework, which aggregates data across United Ways and shows the network’s collective investments toward impact areas such as childhood success, youth opportunity, economic mobility and access to health. Initial data reports show that 390 million children are enrolled in high-quality early learning programs, and more than one million individuals have accessed affordable housing or used a financial product through United Way to better their situations.

The Join the Fight public service announcement campaign was launched which won a platinum MarCom award. United Way’s global Day of Action engaged more than 30,000 volunteers across 19 countries and all U.S. states. Women United was officially launched and the United Way Ten Million
Dollar Giving Society was created. United Way partnered with Salesforce to develop a new digital philanthropic platform called Salesforce Philanthropy Cloud (SPC). SPC will enable companies and individuals to engage in their communities in real time using customized interfaces.

Ms. Garrett shared highlights from the U.S. Network.

Ms. Garrett commended local United Ways for their community rebuilding efforts following a number of disasters in 2017. United Way raised more than $86.53 million toward disaster recovery efforts following Hurricanes Harvey, Irma and Maria, and the earthquake in Mexico. United Ways in California, Washington and Oregon helped families impacted by wildfires, and many United Ways lent support to United Way of Southern Nevada following the deadliest mass shooting in modern U.S. history in Las Vegas. The national 2-1-1 text platform was set up last year which allowed citizens to get aid and support through many of these events.

Local United Way leaders advocated for education, income and health issues with elected officials, meeting with nearly 300 members of Congress and sending more than 9,500 letters to Capitol Hill. United Way expanded its longstanding partnership with the National Football League through the Character Playbook initiative and United Way started a new partnership with Generation to increase youth employment opportunities.

Mr. Baldwin, treasurer and chair of UWW’s finance committee, reported on UWW’s 2017 Audited Financial Statements which include the financial results of United Way Worldwide and United Way Worldwide (Asia) Limited (UWW Asia), a wholly owned Hong Kong subsidiary that began operations in 2013 to fulfill the mission of UWW in the Asia Pacific Region of the World.

UWW’s external independent auditor is BDO USA, LLP issued an unmodified (clean) opinion on UWW’s 2017 consolidated financial statements. United Way Worldwide’s audited consolidated financial statements were provided to all members at the meeting. Mr. Baldwin noted that UWW’s financial statements changed formats from a “classified” balance sheet, which separates assets and liabilities based on long-term and short-term nature, to a presentation that now makes no distinction. This change was made to eliminate a redundancy between the financial statements and the notes which provide the same information.

Significant Events in 2017 included refining UWW’s financial statement format to include the adoption of new accounting standards, extending a partnership with YourCause for one year, partnering with 11 member United Ways in North America via a Limited Liability Company to co-invest in the development of SPC, and receiving an $18 million gift of thinly-traded stock near year-end to support UWW’s impact mission work.

On a consolidated basis UWW’s total assets were at $102 million as of December 31, 2017 and total liabilities were at $37.5 million.

Revenue increased $65 million from 2016 primarily due to increased Donor Advised Fund contributions related to the partnership with YourCause and a large year-end stock gift mentioned earlier. Expenses increased $30 million.
from 2016 primarily due to increased Donor Advised Fund Grant making related to the partnership with YourCause and increases in programmatic spending related to execution of UWW's digital engagement strategy.

UWW voluntarily presents an operating measure within its financial statements in order to place emphasis on the success or failure to achieve its specific operational financial goals as opposed to focusing on yearly change in net assets overall. Mr. Baldwin commented that the measure reflects the following key elements of the 2017 financial plan: 1) operating excess before transfers of $16.6 million, and 2) board designated transfers to or from Operations netting to $20.5 million. The resulting operating loss, after transfers of $3.9 million is the UWW operating measure for 2017 and represents performance below the financial goal for the year but within the Board’s acceptable limits for variance from the plan.

On December 31, 2017 there were 1,315 members of United Way Worldwide compared to 1,327 members at December 31, 2016. The total Membership Investment for 2017 was $34.2 million including International Membership investment of approximately $1.4 million.

VOTING PROCEDURES:
Dr. Bullard reviewed the voting procedures for the Annual Meeting. Each worldwide partner and member United Way in good standing is entitled to one vote. In accordance with the proxy materials, all proxies must have been recorded at UWW by close of business on June 26, 2018.

2017 ANNUAL MEETING MINUTES:
The minutes of the May 10, 2017 Annual Meeting were approved.

ELECTION OF WORLDWIDE AND USA TRUSTEES:
Dr. Tuakli discussed the nominating process and current demographics of the UWW and U.S.A. boards. Dr. Tuakli commented that United Way of Canada-Centraide Canada expressed concern to UWW about the gender composition of UWW’s Board of Trustees, and advocated for a 50% male and 50% female composition. Dr. Tuakli shared that the U.S.A. board has 43% female composition and the UWW board has 26% female composition. Both boards will continue to work toward a 50% female composition target.

Mr. Baldwin motioned:

- Motion -
   
   THAT the nominees be voted upon as two slates – one worldwide and one U.S. – rather than calling upon each person individually.

The motion was SECONDED and CARRIED.

Mr. Baldwin motioned:

- Motion -
   
   THAT the following individuals be elected to serve on the UWW Board of Trustees:

   1. Marc Bitzer, President and Chief Operating Officer, Whirlpool Corporation
2. Michael K. Hayde, Chairman of the Board and Chief
   Executive Officer, Western National Group
3. Dr. John Lechleiter, Chairman Emeritus, Eli Lilly & Company
4. Mary Mack, Senior Executive Vice President, Community
   Banking and Consumer Lending, Wells Fargo & Company
5. Teni Plummer McClure, Chief Human Resources Officer and
   Senior Vice President, Labor, UPS
6. Neeraj Mehta, EVP & CEO, Payment Solutions, Synchrony
   Financial
7. David Preschlack, President, NBC Sports Regional
   Networks, & NBC Sports Group Platform and Content
   Strategy
8. Secretary Rodney E. Slater, Esq., Partner, Squire Patton
   Boggs LLP

The motion was SECONDED and CARRIED.

Ms. Garrett motioned:

- Motion -

   THAT the following individuals be elected to serve on the U.S.A.
   Board of Trustees:

1. Cynthia Figueroa, Commissioner, Department of Human
   Services, City of Philadelphia
2. Mark Howard, EVP and Chief Legal Officer, Nationwide
3. Mary Cathryn Ricker, Executive Vice President, American
   Federation of Teachers
4. Deanna Stabile, EVP and Chief Financial Officer, Principal
   Financial Group

The motion was SECONDED and CARRIED.

NEW BUSINESS:

Ms. Turner stated that UWW did not receive notice of any new business; she
called for questions or comments.

TRUSTEE RETIREMENTS:

Dr. Bullard recognized five trustees for their dedicated service: John Dooner
(UWW Board), Marc Bluestein, Donn Grimm, Fred Rolando, and Mary Ellen

PASSING OF THE GAVEL:

Dr. Bullard announced that his second term as chairman of the U.S.A. board
ends at this meeting. Mr. Mehta has been elected to serve as chairman for a
two-year term. Mr. Mehta gave personal remarks.

ADJOURNMENT:

There being no further business, Dr. Bullard adjourned the meeting at 9:51
a.m.

[Signature]
Patricia Turner
Secretary of the Corporation
United Way Worldwide
VOTING PROXY FOR U.S.A. MEMBERS

A proxy may be submitted if a United Way Worldwide member is unable to have either its CEO or Board Chair present to vote at the Annual Meeting. This proxy may be used to submit a member United Way’s vote and designate Patricia Turner, United Way Worldwide’s Secretary of the Corporation, to be such member’s lawful substitute and proxy OR this proxy may be used to designate another representative other than Ms. Turner to be such member’s lawful substitute and proxy at the annual meeting.

The form below may be used to indicate how your organization would like its vote cast. If completed, your vote will be cast accordingly, see Instructions for Proxyholder below.

MEMBER ORG. (UNITED WAY) NAME: ______________________________________________________________________________________

The undersigned representative of a member organization of United Way Worldwide does hereby constitute and appoint (Please check one)

☐ Patricia J. Turner, Esq., Secretary, United Way Worldwide

☐ Other ______________________________________________________________________________________

to be such member’s lawful substitute and proxy. (To designate someone other than Ms. Turner, please insert in the blank space above the name of the registered delegate you desire to exercise your proxy.)

This proxy designates a representative in the name of such member to vote in person at the Annual Meeting of the members of United Way Worldwide to be held on Wednesday, May 1, 2019 from 8:00–9:00 a.m. in the Room 713, Metro Toronto Convention Centre, 255 Front Street West, Toronto, ON M5V 2W6, Canada and at any adjourned and reconvened meeting thereof, at the discretion of the management, on such business as may properly come before the meeting on the items set forth below and more fully described in the Proxy Statement. Said member hereby revokes any proxy or proxies heretofore given to any other person or persons whosoever.

Instructions for Proxyholder

The form below may be used to indicate how your organization would like to cast its vote. United Way’s Worldwide and U.S.A. Boards of Trustees recommend a vote of approval for all ballot measures. If left blank or incomplete, your proxy will be so voted unless otherwise indicated below. In accordance with New York Not-For-Profit Law, proxies will not be accepted on-site at the annual meeting. Proxies must be received and accounted for by the Inspectors of Election, Ms. Patricia Turner, Esq., United Way Worldwide’s Secretary and Ms. Melissa Wolfe, United Way Worldwide’s Director of Governance, by 5:00 p.m., U.S. Eastern Daylight Time on April 30, 2019. Proxies must be returned for receipt by this date/time at United Way Worldwide, 701 North Fairfax Street, Alexandria, Virginia, USA 22314-2045, Attn: Executive Office. Where time is a factor, the proxy may be submitted via facsimile to +1 703-683-7846 before April 30, 2019 and the original copy mailed subsequently.

1. Approval of the minutes of the 2018 Annual Meeting

☐ For  ☐ Against  ☐ Abstain
UNITED WAY WORLDWIDE
ANNUAL MEETING OF THE MEMBERSHIP
MAY 1, 2019

MEMBER ORG. (UNITED WAY) NAME:

NOMINEES TO WORLDWIDE BOARD OF TRUSTEES

ONE-YEAR TERM:
2. Rodney Slater, Esq., Partner, Squire Patton Boggs
   □ For □ Against □ Abstain

SECOND THREE-YEAR TERM:
3. Luis Javier Lachner Castro, President and Founder, Mesoamerica, Escazú, Costa Rica
   □ For □ Against □ Abstain

NOMINEES TO U.S.A. BOARD OF TRUSTEES

SECOND THREE-YEAR TERM:
4. Neeraj Mehta, Executive Vice President & Chief Executive Officer, Payment Solutions and Chief Commercial Officer, Synchrony
   □ For □ Against □ Abstain

5. Byron Spruell, President of League Operations, National Basketball Association
   □ For □ Against □ Abstain

NOTE: Additional nominees may be added as their acceptances are received. The names of additional nominees will be posted on United Way Online (online.unitedway.org) and will be voted upon at the Annual Meeting. United Way's Worldwide and U.S.A. Board of Trustees recommend a vote for these additional nominees and your proxy will be so voted unless otherwise indicated.

IN WITNESS THEREOF, said member has executed this proxy the ___ day of ______________, 2019.

MEMBER ORGANIZATION (UNITED WAY) NAME:

NAME: ____________________________

TITLE: ____________________________

ADDRESS 1: ____________________________

ADDRESS 2: ____________________________

COUNTRY/PROVINCE ____________________________

SIGNATURE: ____________________________

2 of 2
Presidents Report
April 18, 2019

Meetings

3/22 – ROCK Juneau Collective Impact Training with Tamarack
3/25 – UHS Board meeting
3/26 – Coeur Campaign presentation; Foraker Rural Task Force meeting; Rotary meeting
3/27 – UWW Census 2020 webinar; Office Admin candidate Interview
3/29 – Meet w/ Board member Moore; Board orientation Cherie Curry
4/1 – Census 202 meeting with community members led by CBJ
4/3 - Partnership for Families and Children meeting
4/4 – AmeriCorps teleconference; interview two candidates for Office Administrator
4/5 - ROCK Juneau Collective Impact Training with Tamarack
4/8 – Reference checks candidates
4/9 – Rotary meeting
4/10 – Interview candidate for Office Administrator
4/11 – ROCK Juneau strategy session
4/12 – Meeting w/CBJ City Manager Rorie Watt; CCHITA Presidents Banquet w/GCI
4/15 – Northrim Bank Economic presentation; Erin Walker-Tolles, Joy Lyon; Warren Russell partner relations discussion
4/16 – Rotary meeting
4/17 – Rotary Pillars presentation; reference checks
4/18 –Chamber meeting; United Way Board meeting

Worked on Following Tasks –

- AmeriCorps Reporting final report for first year program
- STEPS Grant reporting
- 2018 Campaign Presentations
- Personnel issues and interviews
- Office Admin task of which there are many!
- Web set up, Advertising for Orca Point Lodge dinner