

Minutes of Robert and Christine Steinmann Family Foundation Quarterly Board of Directors Meeting, August 12, 2013

In accordance with the Constitution of the Robert and Christine Steinmann Family Foundation (RCSFF), a valid quorum of the directors met in Bay View, MI on August 12th, 2012 at 9:00 AM EST, to review, approve, and direct, as necessary, the business of the RCSFF in a quarterly directors meeting. The President, Bruce Fister, presided over the meeting. Rules of Order were followed and all votes followed motions, seconds of motions, and discussion, even when not fully annotated in these minutes to specific individuals.

1. President, Bruce Fister, called the meeting to order at 9:00 AM EST. See agenda, enclosure 1.
2. **Roll Call:** The following directors attended the meeting:
Carolyn Cappel Rose
Kent Fister
Bruce Fister

The following director was unable to attend the meeting:
Robert Stretch

3. **Approval of the Minutes:** Secretary, Kent Fister, presented the minutes of the 15 April, 2013 meeting. Carolyn Cappel Rose moved that the minutes be accepted as written. Bruce Fister seconded the motion. There was no further discussion and the motion passed with unanimous consent.
4. **Reports of the Standing Committees:**
 - a. **Grants & Scholarships:**
 - The preliminary working list of grants (see enclosure 2- Grants) was passed out to all the directors for their review.
 - There were several more applicants for grants this year. Each applicant, old and new, was discussed. A final list of applicants was chosen consisting of College of Pharmacy, College of Nursing, CBA, Joseph House, Clovernook, MNM, Gulfport Church, Maple Knoll, Beechwood Home, Stepping Stones, and the Director's Grants.
 - Some of the applicants were not chosen because of budget constraints, or they were not the kind of organizations that fit the foundation's charter/mission.
 - Kent Fister assured the board that the organizations would be contacted ASAP with the status of their applications.
 - Kent Fister will have the final list of grantees available for board approval at the next board meeting.
 - Kent Fister also reported that a request for our foundation to apply for a grant was received. Bruce Fister stated that he would follow up on that request and see what was all involved.
 - b. **Investment Report:** (see enclosure 3 – Investments)
 - Bruce Fister provided an investment summary to all the board directors.
 - The current investments owned by the foundation stand at \$3,918,466.00

- Bruce reported that the investment mix stayed relatively the same as last quarter, with 2/3 Equities and 1/3 Fixed Income.
- The board discussed the degree of risk the foundation should take in their investments. The board agreed that the degree of risk (Low) was appropriate for our foundation. No major change to our investment strategy was initiated.

c. Treasurer's Report:

- Carolyn Cappel Rose presented a Financial Cash Summary for both the investment house and the Apartment LLC (see Enclosure 4 – Cash Record).
- Carolyn Cappel Rose reported that the cash balance was \$37,955.36
- Kent Fister said that he had a few bills to turn in for reimbursement, but was told to submit them later when everyone wasn't in Bay View.
- Bruce Fister reminded all the board members to turn in travel vouchers for the trip to attend the board meeting in Bay View, MI. Travel, Room, and Board will be reimbursed.
- Carolyn Cappel Rose reported that there were some maintenance expenses (\$10,000) at the apartment that needed to be paid. She also reported that all the apartments except one were rented.

5. Old Business: There was no old business to discuss.

6. New Business:

a. Future Strategy:

- Bruce Fister brought before the board an invitation to discuss the future strategy of the Robert and Christine Steinmann Family Foundation.
- A document was presented (Enclosure 5 – RCSFF Principles) which provided the board members the background information on the mission and charter of the foundation.
- After much discussion by the board members no changes were made to the basic bylaws of the foundation. No changes to the bylaws or to the mission/charter statements.

b. Future Board Composition:

- Bruce Fister brought up the subject of the Board of Directors for the future of the foundation. We are down to 4 board members and the bylaws (Enclosure 6 - Article III Paragraph 1) say we need to have between 3 and 7 board members. We need to address the future in case one or two of us become incapacitated, or unable for one reason or another.
- Whereas Bob Stretch has performed exemplary service to the foundation and: whereas Bob Stretch has performed with dedication as President of the foundation; Bruce Fister moved that we should designate Bob Stretch as Director Emeritus of the Robert and Christine Steinmann Family Foundation. Carolyn Cappel Rose seconded the motion. The motion was voted on and passed with unanimous consent.
- Bruce Fister also enabled the board members to present nominations for director positions as early as the next board meeting in October 2013. If a new director is selected the final vote of approval would be at the Annual Meeting normally held in January.
- Bruce Fister presented a motion to reconfirm Bob Steinmann's stated wish that all future board members be selected from family blood relations, giving examples

such as sons or daughters. Kent Fister seconded the motion and the motion was voted on and passed with a unanimous consent.

7. **Future Board Meeting:** The next board meeting was tentatively set for Tuesday 15 October, 2013 at 7:30 PM EST.
8. **Meeting Adjournment:** Carolyn Cappel Rose moved that the meeting be adjourned. Meeting was adjourned at 9:58 AM EST

Kent D. Fister
Secretary

Enclosures:

1. Agenda
2. Tentative Grant List
3. Investment Spreadsheet
4. Cash Record
5. RCSFF – Principles
6. Article III, Paragraph 1, of the Bylaws

Enclosure 1

Agenda

**Robert and Christine Steinmann Family Foundation
Board of Directors Meeting and Annual Member Meeting
August 12, 2013 9:00 AM EST**

Phone: Dial 1-888-296-6500
Host Code 9454663 Kent
Guest Code 945466

Roll Call	Bruce
Approval of Minutes	Kent
Report of Standing Committees	
Grant and Scholarship	Kent
Investments	Bruce
Finance	Carolyn
Old Business	
LLC/Apartment Update	Carolyn
New Business	
Future Strategy for RCSFF	Bruce
Future Board Composition	Bruce
Next Board Meeting Date	Bruce
Meeting Adjourned	Bruce

Enclosure 2

The Grants and Scholarships Committee
Tentative Grants for 2013

	2013	%
UC Scholarship	25,000	12.6
Good Sam Scholarship	25,000	12.6
Christian Benevolent Association	22,000	11.1
Joseph House	20,000	10.1
Mercy Neighborhood Ministries	20,000	10.1
Maple Knoll Communities	20,000	10.1
Clovernook Center	10,900	5.5
Gulfport Church	10,000	5.0
Moffett Center		
Covington Ladies Home		
The Beechwood Home	5,526	2.8
The Stepping Stones		
Good Sam #2		
Academy of Medicine...Project Access		
The Drop Inn Center		
Total	158,426	80.0
OCF	9,900	5.0
A Kid Again/Sew Much Comf.	9,900	5.0
YOU Organization, Cleveland	9,900	5.0
Children's Hospital CMV Research	9,900	5.0
Total		
Grant Totals	198,027	
	108,427	

Enclosure 3
Investment Report

ACCOUNT	12/30/2012	3/30/2013	6/30/2013	9/30/2013	12/30/2013
	\$	\$	\$		
MMKT	57,840.00	55,860.00	44,806.00		
	\$	\$	\$		
EQUITIES	2,441,378.00	2,592,199.00	2,573,100.00		
	\$	\$	\$		
FIXED INCOME	1,306,948.00	1,317,261.00	1,300,560.00		
	\$	\$	\$		
TOTAL	3,806,166.00	3,965,320.00	3,918,466.00		

ALLOCATIONS

CASH	4%	1%	11%
EQUITIES	62%	66%	66%
FIXED INCOME	34%	33%	33%

OPERATIONAL BUDGET FOR YTD 2013

	ESTIMATE	ACTUAL	VARIANCE
	\$	\$	\$
INCOME	17,326.00	23,537.00	6,211.00
	\$	\$	\$
EXPENSES	33,085.00	30,501.00	2,584.00
	\$	\$	\$
NET GAIN	(15,759.00)	(6,964.00)	8,795.00

Note: Income includes LLC account.

	\$
	12,796.00

Enclosure 4 Investment Cash

2013						Start Bal	Reconcile			
DEPOSITS						\$57,840.10				
Date	Memo	Apt Int	Apt Rent	Sales	Div-Int	TOTAL				
1/31/2013	MMKT				\$ 0.49	\$ 0.49	y			
2/28/2013	MMKT				\$ 0.44	\$ 0.44	y			
3/19/2013	CW GIX				\$ 3,094.17	\$ 3,094.17	y			
3/28/2013	MMKT				\$ 0.46	\$ 0.46	y			
4/30/2013	MMKT				\$ 0.46	\$ 0.46	y			
5/31/2013	MMKT				\$ 0.47	\$ 0.47	y			
6/28/2013	MMKT				\$ 0.44	\$ 0.44	y			
6/18/2013	CW GIX				\$ 7,644.46	\$ 7,644.46	Y			
					\$ -	\$ -				
					\$ -	\$ -				
TOTAL		\$ -	\$ -	\$ -	\$ 10,741.39	\$ 10,741.39				
Date	CK #	Receiving Party	Taxes	Dir Grant	Found Grant	Ins	Legal/Acct	Publicity	TOTAL	Reconcile
2/4/2013	2042	Hugh Campbell					\$ 759.00		\$ 759.00	y
2/21/2013	2043	Treasurer State of Ohio	\$ 200.00						\$ 200.00	y
2/21/2013	2044	Hugh Campbell					\$ 4,117.00		\$ 4,117.00	y
5/23/2013	2051	Hugh Campbell					\$ 575.00		\$ 575.00	y
5/23/2013	ETF	IRS Payment	\$ 1,500.00						\$ 1,500.00	y
6/20/2013	2052	Philidelphia Insurance				\$ 1,625.00			\$ 1,625.00	y
6/21/2013	2053	Bruce Fister		\$ 5,000.00					\$ 5,000.00	y
6/21/2013	2054	Kent Fister		\$ 5,000.00					\$ 5,000.00	y
6/21/2013	2055	Bob Stretch		\$ 5,000.00					\$ 5,000.00	y
6/21/2013	2056	Carolyn Cappel rose		\$ 5,000.00					\$ 5,000.00	y
6/21/2013	2057	IRS Payment	\$ 966.13						\$ 966.13	y
6/27/2013	2058	Radiant Design						\$ 125.00	\$ 125.00	y
6/28/2013	2059	Hugh Campbell					\$ 759.00		\$ 759.00	y
									\$ -	
TOTAL			\$ 2,666.13	\$ 20,000.00	\$ -	\$ 1,625.00	\$ 6,210.00	\$ 125.00	\$ 30,626.13	
BALANCE									\$ 37,955.36	

LLC CASH

LLC ACCOUNT 2013			
Date	Activity	Amount	Balance
	Beginning Balance		\$ 7,673.94
25-Jan	Apt Rent Payment	\$ 1,000.00	\$ 8,673.94
25-Jan	Loan Interest	\$ 554.28	\$ 9,228.22
31-Jan	Acct Interest	\$ 0.07	\$ 9,228.29
15-Feb	Apt Rent Payment	\$ 1,500.00	\$ 10,728.29
15-Feb	Loan Interest	\$ 554.28	\$ 11,282.57
28-Feb	Acct Interest	\$ 0.08	\$ 11,282.65
18-Mar	Apt Rent Payment	\$ 2,000.00	\$ 13,282.65
18-Mar	Loan Interest	\$ 554.28	\$ 13,836.93
18-Mar	Acct Interest	\$ 0.10	\$ 13,837.03
10-Apr	Apt Rent Payment	\$ 1,470.00	\$ 15,307.03
10-Apr	Loan Interest	\$ 554.28	\$ 15,861.31
30-Apr	Acct Interest	\$ 0.12	\$ 15,861.43
24-May	Apt Rent Payment	\$ 2,000.00	\$ 17,861.43
24-May	Loan Interest	\$ 554.28	\$ 18,415.71
31-May	Acct Interest	\$ 0.14	\$ 18,415.85
26-Jun	Loan Interest	\$ 554.28	\$ 18,970.13
26-Jun	Apt Rent Payment	\$ 1,500.00	\$ 20,470.13
28-Jun	Acct Interest	\$ 0.15	\$ 20,470.28

Enclosure 5

RCSFF FOUNDING PRINCIPLES

Mission Statement

Since its inception, it has been the mission of the Robert and Christine Steinmann Family Foundation to help those in need help themselves, through the practical application of knowledge and resources that improve the quality of their lives and the lives of future generations.

Grants are made in several core program areas:

- Support of Judeo/Christian organizations
- Educational scholarships in pharmacy and nursing for aid to students enrolled or to be enrolled in the University of Cincinnati College of Pharmacy or the University of Cincinnati/Good Samaritan Hospital nursing program
- Aid and medical care for the elderly and needy
- Cancer research with a focus in the greater Cincinnati area.

[Sept. 5, 2003](#)

Application for Recognition of Exemption (Fm 1023)

Part II Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. **Do not merely refer to or repeat the language in the organizational document.** List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: **(a)** a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; **(b)** when the activity was or will be initiated; and **(c)** where and by whom the activity will be conducted.

Nearly ten percent of all senior citizens survive on less than the poverty income level. Many cannot afford the basic necessities of life. During the final illness of his wife, Robert Steinmann began considering ways of helping other elderly persons after his death.

The foundation will therefore make grants to public 501(c)(3) organizations that assist large numbers of poor senior citizens in the areas of compassionate care, meal delivery, transportation, clothing, medication and other areas. We are especially interested in funding matching grants to organizations that can demonstrate broad community support for their services. About seventy percent of our efforts will be the relief of poverty in senior citizens.

Even though college tuition has increased nearly four hundred percent during the last twenty-five years, college budgets often cannot keep up with rising costs and talented or poor students are being turned away.

The foundation will make grants to public 501(c)(3) educational institutions for the endowment of student tuition funds or other educational activities. About thirty percent of our efforts will be educationally based.

Specifically,

- A) We will make grants to public 501(c)(3) organizations in the areas of senior/elder and educational issues.
- B) A small amount of two thousand dollars will be disbursed during 2003. In 2004 and later years, approximately a quarter million dollars per year will be disbursed in perpetuity.
- C) The foundation founder will make the initial two thousand dollar grant. The foundation directors will make all other future grants.

Approximately 70% of grants to support for elderly and 30% to scholarships exclusive of director grants.

Guidelines

Thanks for exploring a potential partnership with The Robert and Christine Steinmann Family Foundation. We are a public benefits corporations as that term is defined in section 1702.01 (P) Ohio Revised Code. The corporation was formed for the purpose of making charitable grants to IRS 501 (c) 3 organizations that operate within the greater Cincinnati area.

The Robert and Christine Steinmann Family Foundation will **not** accept or consider request in the following categories:

1. "For profit" organizations.
2. Political organizations or campaigns.
3. Organizations with the primary purpose of influencing legislation.
4. Conduit organizations which pass on funds to other organizations.
5. Individuals or loans of any type.
6. Funds used for overhead or general operating needs.
7. Funds to service debt.
8. Travel or group trips.
9. Video productions.

As a rule the Foundation will usually consider only one application from an organization within a 12-month period.

The Foundation will not support organizations that discriminate on the basis of age, gender, race, ethnicity, disability, national origin, or political affiliation.

Articles of Incorporation

Purpose The Corporation is formed for the purpose of making charitable grants to IRC 501(C)(3) organizations that operate primarily within the United States in the areas of senior or elder service as well as collegiate education.

The Corporation is further formed as a "Public Benefit Corporation" as that term is defined in Section 1702.01(P) Ohio Revised Code; that is, exclusively operated for charitable, religious and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) Internal Revenue Code, or the corresponding section of any future US Internal Revenue law.

BYLAWS ARTICLE III

Board of Directors

1) The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors as provided in the original Bylaws shall consist of one person. Thereafter, the number of directors constituting the entire Board shall be no less than three (3) nor more than seven (7). Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2) The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation. The Directors shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

Initial board consisted of Bob's nieces and nephews from Bob's and Christine's sides of the family.

Director Salaries \$5000/year which equals .5% of starting foundation net worth with future salaries not to exceed .5% of the foundations net worth. Undated memo, Charles Lineback.

RCSFF POLICY MEMO 2011-01 DIRECTOR SELECTION PROCESS

1. **Purpose.** This policy memo provides instructions for filling Director positions due to vacancy or position increase as so required by the Article III, paragraphs

(1) and (5) of RCSFF Amended and Restated Bylaws of 18 October 2006 (hereafter called the BYLAWS).

2. **Director Requirement Determination.** In fulfillment of Article III, paragraphs (1) and (5) of the BYLAWS, at a regular scheduled meeting of the Board, by resolution approved by a majority of the Directors, the Board shall so determine and direct the fulfillment of Director(s) position(s) due to vacation or Board position increase.

3. **Director Selection Process.** The steps for filling a Director position is as follows:

a. Serving Directors shall nominate qualified individuals to fill required position(s). Each nomination shall include a resume not to exceed two pages. Directors shall interview those whom they intent to nominate and explain the purpose of the foundation and the expectations and compensation of a board member.

b. At a regular scheduled meeting of the Board, by resolution approved by a majority of the Directors, the Board shall select which nominations shall go forward for further consideration. For nominees not selected for further consideration, the sponsoring Director shall notify the nominee that they will not be further considered and thank them for their interest. The Secretary shall notify nominees that will go forward for further consideration and asked them to complete a Director Application and return it to the Secretary via electronic means. The Secretary shall distribute completed electronic applications to serving Directors for their review.

c. At a regular scheduled meeting, by resolution approved by a majority of the Directors, the Board shall determine those who will fill the Board positions in question.

d. For final nominees not selected, the sponsoring Director shall notify them that they were not selected. For those selected, the President shall send a Letter of Acceptance and request a reply by endorsement from the newly selected Director(s). The Secretary shall file Letters of Acceptance with the new Director's endorsement as part of the Corporation records.

4. **Policy Review.** This policy shall be reviewed annually by the Board of Directors.

Bruce L. Fister Date: 19 January 2011

President

Atchs:

1. RCSFF Director Application
2. Letter of Acceptance

Enclosure 6

ARTICLE III Board of Directors

1) The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors as provided in the original Bylaws shall consist of one person. Thereafter, the number of directors constituting the entire Board shall be no less than three (3) nor more than seven (7). Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.