

**RESOLUTIONS ADOPTED
BY THE BOARD OF TRUSTEES OF
THE A.D. HENDERSON FOUNDATION, INC.
At a Meeting Held
October 15, 2014**

RESOLVED, that the Board of Trustees of the A.D. Henderson Foundation, Inc. (The "Foundation"), having determined that the procedure to approve grants made by the Foundation should be revised, hereby approves and adopts a revision of the Foundation's procedure to approve grants. The Small Grant Procedure will be revised as follows:

1. Contingent upon a Grantee organization being in "good standing" with the Foundation, meaning that the terms and conditions of previously executed Grant Agreements have been met, a grant can be approved through the Small Grant Procedure guidelines as described below:
 - a. Any one individual who is a member of the Executive Committee and who is also a Trustee, can approve a grant application in an amount not to exceed \$2,500 in urgent situations. Each member of the Executive Committee who is also a Trustee can only approve one grant application per quarter pursuant to this provision of the Small Grant Procedure for urgent situations. An Executive Committee member who is also a Trustee that approves a grant application pursuant to this provision of the Small Grant Procedure for urgent situations will prepare a memorandum describing the grant and the reason for the approval. This memorandum will be immediately circulated to the other members of the Executive Committee, the Board of Trustees, and to the Senior Administrator for the Foundation.
 - b. If any Trustee who is not a member of the Executive Committee or a member of the Executive Committee who is not a Trustee wishes to make a grant under the above procedure, he or she may request a Trustee who is a member of the Executive Committee to make such grant.
 - c. Subject to the conditions of this item c, the Executive Committee members who are Trustees can tentatively approve, by majority vote, a grant, multiple grants, or a multi-year grant to a Grantee organization in the cumulative amount of \$100,000 or less during a one-year period based upon the Foundation's fiscal year-end of September 30th or for the entire period of a multi-year grant. The conditions to this item c are as follows:

- i. Written notice of all tentative grant approvals, along with summaries of the project or program and organization to be funded and the minutes of the Executive Committee meeting at (or email correspondence in) which tentative approval was given, will be given by the Executive Committee to all Trustees within twenty (20) business days of tentative approval by the Executive Committee;
- ii. If any Trustee, within ten (10) business days after notice has been given, raises questions about a grant tentatively approved by the Executive Committee and if that Trustee is not satisfied with the responses provided to her or him by the members of the Executive Committee or staff, the tentative approval will be suspended and the proposal will be considered by the Board of Trustees at its next meeting; and
- iii. If no Trustee, within ten (10) business days after notice has been given, raises a question, the grant tentatively approved will be deemed fully approved and the grant will be made.
 1. All fully approved grants are considered approved “as is,” meaning no dilution of services or changes in project or program delivery. A Grantee may request a revision in the terms of the Grant Agreement for the purpose of a change in the grant period, a change in grant activities that are substantially different from that indicated in the Grant Application and Certification, or to redirect grant funds to expenditures not included in the originally submitted proposal budget. Any request for revision must be approved by a majority vote of the Executive Committee members who are Trustees. If the Executive Committee members who are Trustees deny the request for revision and this is not acceptable to the Grantee, then the Executive Committee members who are Trustees will make a request to the Board of Trustees to rescind the grant and cease distribution of remaining grant funds for the specific project or program previously approved by the Board of Trustees.
 2. After the initial grant payout, subsequent grant payouts on a fully approved multi-year grant are contingent upon the review by a Program Director or Program Associate, and approval by a member of the Executive Committee who is also a Trustee, of a progress report submitted by the Grantee. The Program Director or Program Associate will review the progress report for compliance with the delivery of the project or program, achievement of successful outcomes, and consistency with the approved project

or program budget. As necessary, the Executive Committee member who is also a Trustee may request additional information or may request a Program Director or Program Associate to conduct a site visit as part of the review process. In the case of an unsatisfactory progress report, the Program Director or Program Associate and Executive Committee member who is also a Trustee will prepare a memorandum describing the grant and the reason for non-approval. This memorandum will be immediately circulated to the Board of Trustees and Senior Administrator for the Foundation. The Board of Trustees, by majority vote, can rescind the grant and cease distribution of remaining grant funds for the specific project or program previously approved by the Board of Trustees.

3. In the event of any suspicion of the misappropriation of funds, the entire Board will be notified to resolve the issue.
 - d. Subject to the same conditions as those contained in item c, members of the Executive Committee who are also Trustees can approve, by majority vote, a grant through the subsequent re-application of a specific project or program beyond a three year consecutive time frame in instances where the organization is solid, is doing important work, and is in “good standing” with the Foundation.
2. All other requests not meeting the Small Grant Procedure guidelines must be approved by the Board of Trustees.
 - a. The Executive Committee shall have the discretion to request that unique or special grant applications be approved by the Board of Trustees notwithstanding that the grant application is within the parameters of the Small Grant Procedures.
 - b. In the case of requests that involve time sensitive opportunities that do not fall within the normal meeting and review schedule of the Executive Committee, and do not exceed \$15,000, the Executive Committee may concur by email or phone to recommend an expedited application to the Board of Trustees.
 - i. If the time sensitive opportunity will not be unduly affected by waiting until the next scheduled Board of Trustees meeting, the Executive Committee shall request the expedited application be approved by the Board of Trustees at the next Board of Trustees meeting.
 - ii. If the time sensitive opportunity will be unduly affected by waiting until the next Board of Trustees meeting, the Executive Committee may request the expedited application be approved by the Board of Trustees by the same protocol of

Section 1.c. of this Small Grants Procedure. The expedited application will be forwarded to the Board of Trustees as soon as practical after the recommendation from the Executive Committee.

FURTHER RESOLVED, the Board of Trustees of the Foundation reserves the right to revoke the above-described revision of the Foundation’s procedure to approve grants if the Board of Trustees of the Foundation determines that this revision is not effective for the Foundation’s grant making purposes.

FURTHER RESOLVED, THAT THE Board of Trustees of the Foundation authorizes the officers of the Foundation to implement any procedures deemed necessary to ensure that all members of the Executive Committee of the Foundation are aware of the limitations and restrictions imposed by the above-described revision of the Foundation’s procedure to approve grants.

FURTHER RESOLVED, that the minutes of the meetings of the Executive Committee of the Foundation shall become an official part of the records of the Foundation.

Karen M. Pfeiffer

Karen M. Pfeiffer, Secretary
A.D. Henderson Foundation, Inc.
October 15, 2014

REVISION HISTORY:

Revision	Discussion	Meeting Type	Date
6	Handling urgent vs. emergency situations	Board of Trustees	10-15-2014
5	Changes Made - #1b; P.D. Review Grant Reports	Board of Trustees	01/2011
4	Changes Made – Committee Reports Recommended	Board of Trustees	01/2010
3	Changes Made to SGP	Annual Mtg.	10/2009
2	Changes Made to SGP	Trustee Exec. Session	01/2008
1	Revision Made to SGP	Board of Trustees	10/2006