

MacJannet Foundation Annual Meeting

Minutes of the Business Session

June 21-22, 2003 Talloires

1. Roll call

John King opened the first session of the meeting at Le Prieuré in Talloires at 9:00am on Saturday, June 21, 2003.

1.1. Attending:

The following 16 Trustees including 14 voting Trustees were present at the meeting and constituted a quorum: Grace Lee Billings, Tony Cook, George Halsey, Jean-Marie Hervé, Robert Hollister, John Iglehart, Robert Jerome, John King, Douglas Marston, Cynthia Raymond, Maria Robinson, Daniel Rottenberg, Anna Swinbourne, Willard Snyder and Wenke Sterns. Also present were non-voting Trustees including Honorary Trustee, Rocco Carzo and Gabriella Goldstein *ex-officio*.

1.2. Absent:

The following Trustees were absent: Lawrence Bacow, Mary Harris, Tom Hunt and Philip Rich.

2. Welcome

John King welcomed the members of the Board of Trustees in attendance. A moment of silence was observed in honor of Susan Lansé and other dear friends as well as the founders of the MacJannet Foundation, now deceased. John King reviewed the agenda for the meeting, noting that the first session of the Saturday meeting would be a business meeting restricted to Trustees and that the afternoon and Sunday sessions were planned as the public session of the annual meeting open to Overseers, Overseer nominees and other persons interested in the work of the Foundation.

3. Approval of the Minutes of the Board Meeting of April 12, 2003 Annual Meeting

The Secretary reviewed the minutes of the previous meeting.

On motion duly made and seconded, and after discussion the Trustees unanimously

Voted: to approve the minutes of the Meeting, of April 12, 2003 at the River Club in New York City.

4. Nominations and Elections

John King reviewed recommendations of the Nominating Committee and presented the

Voted: to elect Bruno Asselin as an Overseer in the class of 2006. (please see exhibit 2)

[Note for record keeping purposes-

Overseer Class of 2005: John McJennett, III; Anthony Kleitz; Maria Robinson

[Note for record keeping purposes: the following persons have been proposed for consideration as Overseer nominees, pending consultation with them by their sponsors: Todd Langton, Cynthia Hosmer, and Doris Berger.]

Various comments and suggestions were offered during a brief discussion: create a kit of documents that explain the Foundation to new Overseers and Trustees; increase French membership in the Foundation; delineate the role of the Foundation and that of the Amis du Prieuré; obtain the mailing list of the Amis du Prieuré.

(c) Election of the Class of 2006 Trustees

On motion duly made and seconded, and after discussion the Trustees unanimously

Voted: to elect the class of 2006 Trustees (7 Trustee seats): Douglas Marston; John King; Philip Rich*; Willard Snyder; Anna Swinbourne; Wenke Sterns. (one vacancy)

[Note for record keeping purposes-

?? Note: Cynthia Raymond decided to withdraw having completed her term in the Class of 2003 as a voting Trustee and will continue as a Trustee Emeritus. See further notes below.

*?? Class of 2004 (7 seats:) Tony Cook; George Halsey; Mary vanBibber Harris; Jean-Marie Hervé; Thomas Hunt; (2 vacancies). *Philip Rich was extended by one year to be a member of the Class of 2004; see further notes below.*

?? Class of 2005 (6 seats) Robert Hollister, John Iglehart, Robert Jerome; Grace Lee Billings; Daniel Rottenberg and (one vacancy).

?? President of Tufts University, Lawrence Bacow serves as trustee pursuant to By Law.

?? Director of the Tufts European Center, Gabriella Goldstein, serves as a non-voting trustee ex-officio pursuant to vote of the Board at the 1997 annual meeting.

and whether the Board might be pre-occupied with intricate rule making that exceeds the practical requirements of the Board. It was noted that the President has discretion to invite persons other than voting trustees to the business meeting as a prerogative. A suggestion was made to the effect that Trustees are expected to raise money for the Foundation. Anna Swinbourne noted that the Foundation needs to involve more young people.

(d) Election of the Officers for 2004

On motion duly made and seconded, and after discussion the Trustees unanimously

Voted: to elect officers for 2004 as follows:

President: Robert Jerome

Secretary: George Halsey

Treasurer: Douglas Marston

Vice President – Switzerland: John King

Vice President - France: Jean-Marie Hervé

Vice President – Development: Wenke Sterns

The Secretary reviewed the accomplishments of the Foundation that have resulted from the leadership and efforts of John King during his three terms as president of the Foundation:

1. Developed contact and established credibility of the Foundation that led to the \$475,000 donation received in connection with Charlotte MacJannet's estate.
2. Developed contact with the Ridgefield Foundation and established credibility of the Foundation leading to the annual \$50,000 grant from the Ridgefield Foundation, known as the "Howard A. Cook Memorial Bequest."
3. Organized system of care for Charlotte MacJannet during the last two year of her life, that permitted her to stay in her own apartment with 7x24 care.
4. Arranged to move the furniture and Steinway piano from the MacJannet apartment to the Prieuré
5. Established the Fletcher IHUE Exchange program as a major project of the MacJannet Foundation.
6. Revived the MacJannet practice of having direct involvement with students in the Fletcher / IHUE exchange program.
7. Introduced the Fletcher School to the Prieuré, launching an annual Fletcher program at the Prieuré that is rapidly expanding in scope and significance.
8. Drove the creation and special funding of the MacJannet Archives project and personally supervised the packing and transportation of the material from the MacJannet apartment to Tufts.
9. Established the Overseers – thereby expanding the avenues of participation and the number of persons directly involved.
10. Increased French grants by as much as seven fold.

17. Led the development of a fund raising presentation, authored by Tony Cook, that consolidated the Foundation's directions and in turn launched a new strategic review process.
18. Established the Foundation's high level vision: Inspiring people of all ages to be agents of change for a better more understanding world
19. Greatly improved the Foundation's relationship and spirit of cooperation with Tufts.
20. Established the participation of the President of Tufts University in the Foundation board as an automatic feature of the by laws.

On motion duly made and seconded, and after discussion the Trustees unanimously

Voted: to express their heartfelt appreciation to John King for his outstanding leadership as President of the MacJannet Foundation during the extraordinary transition period of 2000-2003.

(e) Honorary Trustees

[Note for record keeping purposes that the following persons were previously elected as honorary trustees: Rocky Carzo, Seymour Symches, John O. Rich, Suzanne Lansé (posthumous) and Jean Mayer (posthumous)]

(f) Trustees Emeriti

John King informed the Trustees that Cynthia Raymond, celebrating her 90th birthday, wished to remain as a Trustee Emeritus and not continue as a voting Trustee. Cynthia offered personal remarks on the Foundation and the Board stood up in unison to applaud Cynthia's contributions to the Foundation and especially her embodiment of the dignity and optimism of the MacJannet spirit.

On motion duly made and seconded, and after discussion the Trustees unanimously

Voted: to elect Cynthia Raymond as a Trustee Emeritus and to record in these minutes, the gratitude of the MacJannet Foundation for her many years of service to the MacJannet Foundation and her 70 years as a close friend of the MacJannets.

[Note for record keeping purposes-the following persons have been previously elected as Trustees Emeriti: John DiBiaggio; Elizabeth Eveillard; Richard Powel(also a Founder); Amos Booth (also a Founder); Carol Hambleton-Moser and Pierre Dietz]

5. Treasurer's Report

The Treasurer reported that the Foundation is in good financial standing. The most recent financial statement is the Fidelity statement and strategic analysis for the month of May 2003, which the Treasurer summarized. (Available on request to the Secretary).

6. Consideration of the Grants Budget for 2004

A suggestion was made at the 2002 Board meeting to use a three-year trailing average method to lessen the ups-and-downs of grant totals each year. John King suggested that this is a good method for large grant-making institutions, but for a small Foundation such as ours, there would be too many complications for our 5% of corpus rule for such a method to be easily manageable. In any event, prudent financial management has enabled us to keep the grant total virtually identical to last year's grants, even in a down-market year.

The April 12, 2003 Board meeting passed a Resolution to establish a Strategic Objectives Committee to review the Foundation's mission and objectives, with a view to refining our programs to better realize the vision of our Founders. The Resolution also stated that the review would not financially displace long-standing Foundation support for its current list of grant programs. This grants budget reflects that decision.

Under the circumstances, the President recommended that the 2004 program grants be established at certain levels that involved minute reductions in the grants to the Tufts and Fletcher programs¹.

Bob Jerome suggested at that point that if each Trustee made a small donation as an assessment to cover the reduction, then the reduction would not be necessary.

On motion duly made and seconded, and after discussion the Trustees unanimously

Voted: to urge each Trustee to make a voluntary special donation of \$120 each in order avoid the necessity of a reduction in the amount of the grants

On motion duly made and seconded, and after discussion the Trustees unanimously

Voted: to authorize the following grants for the 2004 calendar year.

	<u>2004</u>
Tufts MacJannet Scholars	30,000
Centre Pratique, Annecy	3,500
Talloires English Program	3,500
MacJannet Fellow Program*	<u>9,500²</u>
Total	46,500

* The MacJannet Fellows grant consists of 3 sub grants: \$3500 to the Fletcher School of Law and Diplomacy (same amount as for 2002); and \$6000 to the four exchange students for living assistance stipends (\$1,000 more than in 2002,) broken down as follows: \$1750 for each student

[Note: recap of grants / funding – previous years]

Budget Year	1999	2000	2001	2002	2003	2004
Corpus	507,491	664,044	682,777	1,022,986	931,437	
5% guideline	25,375	33,202	34,139	51,149	46,572	
MacJannet Scholar	20,000	25,000	25,000	28,000	30,000	30,000
Annecy Musicale	500	0	0	0	0	0
Annecy - Cntr Prtq	500	500	2,000	3,000	3,500	3,500
Talloires	2,000	2,000	2,000	3,000	3,500	3,500
Int'l House NYC	2,000	2,000	1,000	0	0	0
MacJannet Fellows		8,500	8,500	8,500	9,500	9,500
Archives Project			2,500	8,600		
Total	25,000	38,000	41,000	51,100	46,500	46,500
Net budget	375	-4,798	-6,861	49	72	

The meeting adjourned for a board photograph and resumed as an open meeting in the Flag room for the second session.

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The meeting resumed in the Flag Room of the Prieure after a group photograph was taken:

7. Opening Comments (John King)
8. President's Report (John King)
9. **Treasurer's Briefing** (Doug Marston/George Halsey)
10. **Prieuré Status Report** (Gabiella Goldstein)
11. **Talloires Night Report** (Wenke Thoman Sterns)
12. **Date for the next annual Board meeting in Talloires** (John King)

*Proposed Motion to set the date for the next Foundation Board meeting
in Talloires: Saturday, June 19 to Sunday, June 20, 2004*

*Idea from Carole Hambleton-Moser to have an extraordinary Board meeting in
Capetown, South Africa, sometime between November and May.*

13. Foundation Issue/Project Discussions (John King)
 - 13.3. MacJannet Heritage Project (Maura Kenny)

The Board will hear a progress report on the project and will consider ideas for

Proposed motion to hold an Entretiens at the Tufts European Center during the annual Board meeting in June 2004.

13.5. AFS Exchange Program (John King)

The Board is to consider whether and what part of an AFS exchange program to sponsor for the 2004-2005 academic year, based on the AFS briefing at the April 2003 Board meeting and the proposal presented by AFS in June 2002.

Possible motion to authorize a teacher exchange program and one or two student exchange programs, if feasible to set up and if funding can be found.

13.6. Donald/Charlotte MacJannet Distinguished Scholar/Artist Awards (John King)

Progress and status report.

14. Foundation Strategic Objectives (John King/George Halsey)

The Board continued the discussion of strategy initiated at the April 2003 Board meeting. The Secretary reviewed traditional statement of the MacJannet vision as follows:

14.7. Traditional Statements of the MacJannet Vision

- a. Purposes of the Foundation were identified in 1999 as follows: The purpose of the MacJannet Foundation is to preserve, disseminate and foster the ideals and principles reflected in the lives of Charlotte and Donald MacJannet, specifically, international goodwill; integrity; French-American relations; world peace; non-violent conflict resolution; education of the whole person; performing arts, optimism; kindness and civility; and harmony between humankind and nature.

- b. General mission/vision developed in 2001. “Inspiring people of all ages to be agents of change for a better more understanding world”.

Accomplishments to date

1. CBM
2. Ridgefield
3. Archives
4. Overseers
5. CPMA reconnect
6. Talloires reconnect
7. Fletcher / IHUE
8. Fletcher Event 2002
9. Artist in Residence
10. Created a virtual corporation
11. Total value of grants:
12. MacJannet trust funding- other funding to Prioure-
13. Grants increases
14. Annual Meeting
15. Contact with students
16. Talloires Night 01 /03
17. 5% cap = a future
18. Fund Raising
19. High level mission and purposes
20. New Ideas
21. Camp reunion in 1996
22. Entretiens of 1998
23. Charlotte MacJannet Memorial in 2000
24. First Fletcher Weekend in 2002

Types of Non-profit organizations / foundations

(which type is the MacJannet Foundation?)

25. Grant Making Foundations:

- a. Examples: Large Assets, Gates Foundation, Packard Foundation; smaller assets – family foundations
- b. Attributes
 - i. Have sufficient assets to meet grant budget from investment income
 - ii. No fund raising
 - iii. Maintains an endowment
 - iv. Receive and appraise grant applications, evaluate and assess recipient's effectiveness / results in using grant
 - v. May or may not have specific focus reflecting preference of benefactor
 - vi. No staff or small staff
 - vii. Not attract volunteers

26. Operating Foundations

- a. Examples: Tufts University; Red Cross, YMCA, Churches, Hospitals, Museum
- b. Attributes
 - i. Does not have sufficient assets to meet operational expenses and objectives from investment income.
 - ii. Maintains- seeks to enlarge endowment
 - iii. Conducts fund raising and charges fees for services rendered by operation and conducts fund raising.
 - iv. Does not receive grant applications but may carry out substantial sub-contracting operations with other operating foundations.
 - v. Concerned with large scale social interest- e.g. education, health, relief operations.
 - vi. Relatively large staff- and institutional resources and organization
 - vii. Attracts volunteers for some operations

27. Auxiliary – Special Interest Foundations

- a. Examples: College alumni groups that support a specific operation of an operating foundation such as football team; fraternity / sorority alumnus, alumni group, booster groups, Group that supports a particular wing or room of an art museum; Group that supports a particular center within a hospital.
- b. Attributes
 - i. Does not have sufficient assets to meet operational expenses and objectives

- iv. Concerned with a specific, focused activity carried out by the mother-ship operating foundation. May provide various types of assistance to mother ship operating foundation to hold conferences or events within the particular interest of the auxiliary foundation. Catalyst for enhancement of particular function carried out by mother-ship operating foundation.
 - v. No staff or small staff- uses administrative resources of the mother-ship operating foundation.
 - vi. Attracts and seeks volunteers- provides opportunities for participation
28. Social Action Group within larger Social Movement – or local
- a. Examples: Within larger social Movements- political parties, PACs, Neighborhood Crime Watch, Planned Parenthood, NRA, NAACP, Action groups concerned with research seeking cure for disease, or better care for victims of a particular disease;
 - b. Attributes
 - i. Lacks sufficient assets to meet expenses and objectives
 - ii. No permanent endowment- funds are consumed by the cause
 - iii. Conducts fund raising
 - iv. Specific focus
 - v. High ratio of volunteers to paid staff. relatively limited paid staff.
 - vi. Attracts and Seeks Volunteers

	MacJannet Future	MacJannet AS IS		Grant Making	Operating	Auxiliary	Social Action
Not Dependent on Fund Raising	Green	Red		Green	Red	Green	Green
Emphasis on Building Endowment	Red	Green		Red	Green	Red	Red
Taps into energy, zeal / evangelism							
Conducts fund raising for spec purposes							
High ratio volunteers to paid staff – ex Board	Green	Red		Red	Green	Green	Green
Specific focus	Green				Green		
Attracts and seeks unlimited participants	Green	Red		Red	Green	Green	Green

Strengths

29. Strong Board / energy / leadership/ knowledge / volunteer spirit / low expense ratio

- a. Strong Board of Trustees;
- b. board members leadership and initiative;
- c. we have been able to continue and grow in spite of the huge changes after Howard Cook's death and Mrs. Mac's final illness and death;
- d. Foundation is in a strong structural position from which to grow and expand in influence and significance;
- e. We have the "bones" in place to do many things;
- f. terrific board energy (volunteers highly committed to the cause);
- g. good positive energy; willingness to work; extraordinary spirit and intellect of board members;
- h. Board has good synergy and positive spirit;
- i. many skills;
- j. volunteer organization- the message passes along better than if we had paid staff, also we are less suspect as to ulterior motives;
- k. strong board and good leadership;
- l. good positive energy and willingness to work; board member spirit and level of interest;
- m. desire to do something important and useful.
- n. Big Bang for the Buck; touch many lives with few dollars;
- o. very low administrative expense;
- p. strong image vs money invested;
- q. donations go to programs not salaries and expense accounts;

30. Community / Relationship: with Tufts, Talloires, Fletcher, former campers, Mac friends; great image

- a. Creating a community around the Mac legacy;
- b. 25 years of program graduates, lots of friends and fans; student programs and French programs;
- c. Relationships: Commonality of attitude regarding the opportunities for growth of young people and helping to provide the same;
- d. relationship with a small French community in the context of improving and maintaining Franco-American relations;
- e. great relationship with Tufts;
- f. relations with Tufts; we have a good relationship with Tufts, Talloires and the Priure (TUEC); partnership with Tufts; supporting students in Talloires, IHUE, Fletcher;

- e. Knew the Macs personally and had first hand knowledge of their philosophies.
MacJannet Legacy- inspire people to be agents of change for a better more understanding world;
 - f. A long track record promoting French – American relations;
 - g. providing a exceptional summer abroad for impressionable students;
32. Great location-
- a. Talloires; our physical location in Talloires; Talloires Tufts is a great attraction and selling point for reasons the Macs perceived.
 - b. People do feel a sense of awe and amazement here- and draw inspiration and strength from its magnificence..

Weaknesses

33. Grants / capital / resources too small for grant making foundation
 - a. Modest endowment; lack of resources (funds);
 - b. limited amount of money;
 - c. limited financial resources;
 - d. not having sufficient capital or a big gifting program that would allow us to address the organization issues and satisfy current use objectives and needs;
 - e. not enough \$ resources, fundraisers; weak fund raising; not enough funds to be anything but a 'me too' organization;
 - f. Narrow message (Tufts) limits Foundation to only those donor organizations and people that support Tufts.
 - g. hard to raise money from non-Tufts people for programs tied to Tufts; Board is not enough of a \$ board;
 - h. not having either paid staff for organizational purposes, or manpower to nourish the partnership with IHUE, Talloires & CPMA;
 - i. not enough human resources – staff; impacts too modest;
 - j. hard to raise money while the current anti-French feelings of some Americans persist..
34. Unclear message / strategic objective too vague for operating foundation
 - a. Blurred roles of MacJannet Board, Tufts Agenda vs Amis du Prieure;
 - b. unify if possible the Amis/Foundation and Tufts programs;
 - c. misperceptions about Tufts;
 - d. somewhat fuzzy Foundation image;
 - e. what is the distinction between Tufts and the Foundation;
 - f. weak a spreading interest in the work of the Foundation;
 - g. close identification with Tufts blurs our identity and purpose to outsiders;
 - h. Mac's ideas and sense of mission was BIG before Talloires- we need to think international understanding globally;
 - i. lack of unity on where to focus resources – no priorities;
 - j. not enough support for the arts to be consistent with the MacJannet vision;
 - k. need universal appeal beyond Talloires and Tufts;
 - l. daring to think beyond our limitations;
35. Avenues of Participation limited
 - a. Need for greater diversity on board re age, geography, race, background;
 - b. there has to be perpetual renewal of Trustees which is not easy to manage;
 - c. need more volunteers / younger people;

j. insufficient communication methods for overcoming transatlantic and time-zone difficulties

36. Organizational / Procedural – improvement opportunity.

- a. Need better following up on grant utilization;
- b. our meetings spend too much time on small matters;
- c. foot dragging when it comes to making decisions;
- d. maintaining board involvement in between meetings

Strategic Ideas

37. Global Citizens Initiative

- a. Goal: increase dramatically the number of agents of change for a more understanding world.
- b. Strategy:
 - i. Engage educational institutions to elevate their education of active citizens of the world.
 - ii. Organize and support an international network of universities and schools
 - iii. Annual conferences at the Priure
 - iv. Electronic network to foster exchange, provide assistance etc.
- c. Organization
 - i. Co-sponsored by University College of Citizenship and Public Service at Tufts and the MacJannet Foundation
 - ii. Five year project
- d. Notes: inspired by quotes from Raymond Barr, Charlotte MacJannet, Amos Booth. Remark by Tony Cook: “make no small plans”.

38. Conferences in General

- a. Partner with Tufts on a major conference once per year
- b. Annual MacJannet conference or MacJannet alumni gathering
- c. Partner with Fletcher on a major conference once per year
- d. Contact donor organizations to underwrite an international conference at Priure in the fall.
- e. Spread the MacJannet’s vision of a world peace and communication by additional students and conferences
- f. International conferences
- g. Organize a Talloires Night (or other event) in Talloires or Geneva- in particular for the French / European community
- h. Find several like minded foundations ... around Europe and create a pan European organization espousing MacJannet ideals

39. French American Relationship

- a. Focus on repairing the French-American relationship
- b. Play a more active role in French-American understanding- seize opportunity at hand at this moment.
- c. MacJannet Foundation should try to counter anti-French sentiments in the US.

- g. Organize a time when Prieure could be used as an elder hostel or elder (or adult) camp program / MacJannet camp for grown-ups

41. New Grants

- a. Find other MacJannet spirited organizations to support (examples International House in NY which we dropped a few years ago in order to achieve more clear focus.
- b. Expand the French scholars program
- c. MacJannet spirited cause – Jacques-Dalcroix (sp)
- d. Scholarship for music student to study at a major conservatory in the US

42. Other

- a. A MacJannet medal – an annual award to the person who has contributed to international understanding (“Nobel Lite”)
- b. Maintain and expand the MacJannet community, campers, students / parents, friends, savoie.
- c. Documentary about Macs’ wartime effort with orphans
- d. Repartition work- - spread work load better among board members – solves some of the resource problem.
- e. Hire part time staff person
- f. Start volunteer group for those individuals who say “give me something to do” and have it be run and organized by one or two trustees.
- g. Follow-up on this (Strategic Planning) process to find a theme that expresses our purposes
- h. Redefine needs and uses of Prieure with Tufts
- i. Sharpen the Foundation’s role as a catalyst multiplier
- j. More attention to broader objectives such as international understanding – away from Talloires

43. New Ideas – the low hanging fruit. This list is derived from items in other sections. These are relatively easy to implement and have important effects.

- a. Better follow-up on grant utilization
- b. More diversity on Board
- c. System of recognition – financial and non
- d. Prioritized list of specific objectives
- e. Recognition for public service / Mac Scholars
- f. Improve the database – segment leads
- g. Encourage French government recognition
- h. More communication than just 2 meetings
- i. Meetings too slow on minor issues

