

Hill-Snowdon Foundation Trustee Orientation Guidelines

Welcome to the Hill-Snowdon Foundation Board of Trustees. We are so excited that you are taking an active role in continuing and contributing to the social legacy of Hill-Snowdon family.

As you know, HSF has a Succession Policy in place that describes the process by which new Trustees are brought onto the board. The Succession Policy reads as follows:

The Board agrees that all direct descendants of Arthur B. Hill (and all legally adopted children of his direct descendants), who are at least 16 years of age, are eligible to join the Hill-Snowdon Foundation Board as non-voting members. At the age of 21, after serving for at least two years as non-voting members, such individuals become eligible for full voting membership, as long as they meet Board membership responsibility requirements (to be developed). Elections to the Board require a two-thirds majority vote and require the parent of the prospective member to recuse him or herself.

This document is meant to detail the “Board membership responsibility requirements” referenced in the above Succession policy.

The purpose of instituting a minimum two year orientation process for new board members is to allow new members to receive a complete hands-on training in the history, policies and operation of the Hill-Snowdon Foundation. Moreover, this time is essential in acquiring an in-depth knowledge of the programmatic work of the Foundation and in developing a familiarity with the issues, people and organizations that are involved in the Foundation’s work. Thus the hope is after at least two years of orientation that new board members will not only know how the Foundation operates, but would understand how to best contribute their skills for the benefit of advancing HSF’s mission and vision.

The orientation process will expose you to the Foundation through participation in board meetings, committees and learning activities. There is also a fair amount of reading material that you will receive in the Trustee Handbook, the annual grant docket and board book, the monthly staff updates and periodic articles forwarded by staff and other board members. The requirements for the successful completion of the orientation process are described below.

Participation in Board Meetings

There are two scheduled major board meetings each year for the HSF Board (*see By-Laws, Article IV, Section 1. for policy regarding regular board meetings*). The spring board meeting is the annual board meeting that focuses largely on business and policy issues and often takes place via telephone. The fall board meeting is often an in-person meeting, that includes a Board site visit and this is when the Board makes decisions about grants, sets the budget for the coming year and does a year end review of the Foundation’s work. **During the orientation period, you are required to participate in at least one of the major Board meetings per year.** If possible, we encourage you to attend the fall board meeting. There are often other ad hoc board meetings to address specific issues (i.e., hiring new staff; negotiating

partnerships with other Foundations; etc.). To the degree possible we encourage your participation in these activities as well.

Participation in Board Committees

The HSF Board has three standing committees – the Grantmaking Committee, the Finance Committee and the Executive Committee (*see page 3 of the attached Board Policy Document for a full description of the committee functions*). Most of the committees meet twice a year (in the Spring and Fall) in advance of the Board meetings, either by phone or in person. The GM Committee meets at least three times a year, with one meeting dedicated to grant review and one meeting involving a site visit to a HSF grant recipient(s). **During a two year orientation period, you are required to participate in at least one (1) GM committee meetings in the first year and at least one Finance Committee meeting in the second year. You are also required to participate in at least one Executive Committee meeting over the two year period.** If the orientation period extends longer than two years, you are required to participate in at least one committee meeting a year, but at the end of the orientation, you must have participated in each type of committee meeting (GM, Finance, Executive) at least once.

Participation in Board Learning Activities

HSF staff actively investigates and create opportunities for Board members to increase their knowledge of the issues and exposure to the people that are involved in the Foundation's work. These learning opportunities include, but are not limited to

- board/staff site visits of prospective grant recipients;
- educational site visits;
- attendance at conferences, forums and other meetings that are relevant to HSF's work;
- topical teleconferences, etc.

During your orientation period, you are required to attend at least two Board learning activities each year, including at least one board/staff site visit with prospective grant recipients. You are encouraged to seek out opportunities as well that you think will help increase your understanding of issues that intersect with the Foundation's work and/or philanthropy in general.

Participation in Discretionary Grantmaking

HSF Trustees each have an annual pool of discretionary grant funds that they may use to support organizations of their choice. The work of these organizations does not need to fall within the Foundation's program areas or special initiatives, but these organizations do need to be able to produce an IRS letter of determination of 501(c)3 status. During the orientation period, you will have \$5,000 per year of discretionary grant funds.

Summary

Two votes are required for your election to the Board: 1) a vote by the Board to name you as a Probationary Trustee so that you may undergo the orientation process, and 2) a subsequent vote at the end of your orientation period by the full Board to declare your successful completion of the orientation process and to name you as Trustee with full rights

and responsibilities held by that position. In brief your successful completion of the Hill-Snowdon Foundation Trustee Orientation process will include:

- *Attendance and participation in at least two major board meetings over the next two years;*
- *Participation in at least one GM Committee meetings within the next 12 months, at least one Finance Committee meetings within the next 24 months and at least one Executive Committee meeting within the next 24 months.*
- *Participation in at least one board/staff site visit over the next two years and at least three additional Board learning activities in the next two years.*

The staff and other board members are here to help you through your orientation process, so please do not hesitate to share your questions, concerns or ideas with staff or board. We look forward to working with you in the next two years and beyond. Please let us know if you have any particular interests that you would like to go deeper with or any changes to this process. Welcome again!!!