

Inter-American Foundation  
Meeting of the Board of Directors  
September 6, 2017

The board of directors of the Inter-American Foundation (IAF) met via teleconference on Sept. 6, 2017. Board Chairman Eddy Arriola and Vice Chairman Juan Carlos Iturregui called into the meeting, joined by Jack Vaughn, secretary, and members Kelly Ryan, Lou Viada, and Roger Wallace. Members of the IAF management team in attendance included President and CEO Paloma Adams-Allen, joined by Stephen Cox, managing director for networks and strategic initiatives; Lesley Duncan, chief operating officer; Marcy Kelley, managing director for grants and portfolio management; Paul Zimmerman, general counsel; and Karen Vargas, executive assistant.

**I. CALL TO ORDER**

General Counsel Paul Zimmerman reminded participants of the Government in Sunshine Act and that a meeting notice for this telephonic meeting was published in the Federal Register on Aug. 28, 2017. The IAF did not receive any requests from the public to participate in this meeting.

Chairman Arriola called the meeting to order at 11:04 a.m.

**II. NEXT STEPS FOR UPDATING THE ADVISORY COUNCIL**

The board discussed graduating members of the Advisory Council (AC) whose terms had ended and bringing on new members. The IAF management team provided the board with the following background documents: i) a memo on the advisory council membership process and categories (approved at the April 2017 board meeting); ii) a list of current members; and iii) a list of potential new candidates for board consideration. Zimmerman asked participants to recall that the board adopted the Charter on Nov. 14, 2016, and Section 12a states that “the term of membership shall be for three years, except for all individuals who have served as chairs of the Board who shall be appointed for life terms.”

Lou Viada moved to graduate all members whose terms have expired. Roger Wallace seconded the motion and the board voted unanimously in favor of the motion, which was adopted.

Members of the board agreed to extend invitations for an additional three-year term to graduated members with records of exceptional participation and continued alignment with the foundation’s priorities. Following discussion, the board unanimously agreed to extend invitations to Rafael Fernandez-MacGregor; Nicolas Mariscal; Amb. Hector Morales; Juan Edgar Picado; James Polsfut; and Amb. Alexander Watson.

Next, the board turned to the question of inviting new members to join the advisory council. In order to meet the minimum requirement of 12 members called for in the Charter, the board would have to add three new members. After some discussion of the list of potential invitees, the board members and management team agreed to reopen the process for submitting names for consideration. Zimmerman will follow-up with an email to the board with a short deadline for finalizing names. Once finalized, Zimmerman will circulate the list of potential invitees to the board for a vote. If necessary, the board could choose to convene another meeting to further discuss candidates or the agency could move forward with those who receive a 'yes' vote. Steve Cox and Paloma Adams-Allen agreed to submit names of potential candidates with expertise in the northern triangle countries of Central America.

### **III. THE ROLE OF THE BOARD IN FUNDING DECISIONS**

In advance of the meeting President and CEO Paloma Adams-Allen circulated to the board of directors a draft memo outlining a recommended framework for Board oversight and policy guidance of funding decisions. Board members were supportive of the draft. Lou Viada commented that the proposed framework struck a good balance of providing the board early opportunities for oversight without hampering the foundation's ability to meet internal funding deadlines. Other members shared favorable reactions.

The management team will finalize the memo and send to the board by Sept. 22, 2017 for feedback. Once approved, the framework would be implemented in fiscal year 2018.

### **IV. ADJOURNMENT**

Before adjourning, Vaughn asked for an update on the IAF's budget. Zimmerman noted that the budget process is still underway and no official budget has been released. The IAF continues to engage with the Hill including through recent staff delegations to visit IAF grantee partners in El Salvador, Guatemala, and Colombia. Adams-Allen is scheduled to debrief with the delegations on Sept. 15.

Without any new business to discuss, Arriola adjourned the meeting at 12:22 p.m.