



[Robina Foundation](#)

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**Robina Foundation
Meeting Minutes
November 19, 2020**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 19, 2020, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members to Robina Foundation's last Board Meeting.

Minutes of August 25, 2020, Annual Board Meeting

During discussion of the minutes included in the Board Book, Blatz proposed an amendment to the "Dissolution" section to clarify that Faegre Drinker attorney Angela Fogt indicated that no creditors' claims had been received as of the meeting.

A motion was made and seconded to approve the Minutes of the August 25, 2020, Board Meeting included in the Board Book as amended to clarify that no creditors' claims had been received as of the date of the meeting. That motion was approved unanimously.

Executive Director's Report

Hunt informed Board Members that on December 9 representatives of the Minnesota Historical Society will pick up Robina's Board Books for archiving and provided Board Members with additional information concerning "Post-Dissolution Reporting":

- Staff of Robina Grantees who will prepare grant reports after the Foundation's dissolution have received information explaining submission of reports on endowment grants to The Minneapolis Foundation;
- Executives of Robina Grantees who signed endowment grant agreements will receive a formal letter designating The Minneapolis Foundation as Robina's successor to receive future grant reports and explaining that Berresford and Lewis will review reports as consultants to The Minneapolis Foundation.

Hunt and Gilberg reported that all bonds held by the Foundation have matured or been sold, and all distributions have been received. Hunt updated Board Members on the status of activities which need to be completed prior to Robina's dissolution.

Foundation Finances

During review of material in the Board Book, Board Members noted that allocation of Robina funds to Robina Grantees reflects Jim Binger's advice that grants support the most important programs and need not be distributed equally among Robina Grantees. During review of material providing an estimate of available funds through December 31, Hunt emphasized that she and Gilberg continue to monitor operating expenses closely to confirm funds available for grants and payment to The Minneapolis Foundation. At this point, it appears that between \$400,000 and \$450,000 will be available.

Dissolution Update

Board Members reviewed Angela Fogt's memo describing the current status of the dissolution process and discussed execution of the Articles of Dissolution and Notice After Transfer of Assets at the end of the process. Hunt and Gilberg will provide Fogt with information to complete the documents for review by Blatz. Following Blatz's review, the documents will be signed electronically by Blatz as Chair and will be filed with the Minnesota Secretary of State and the Minnesota Attorney General by Fogt.

Gilberg explained that she and Hunt worked with Fogt to identify documents that should be retained on jump drives to be provided to each Board Member, as well as The Minneapolis Foundation. Board Members asked that Faegre Drinker provide the Foundation with information concerning the law firm's retention of Robina documents and the firm's policy concerning retention.

Grant Updates

Hunt called Board Members' attention to material in the Board Book documenting the Foundation's three grants approved in August: \$10,000 to the Minnesota Historical Society; \$2.3 million to endow the Dean's Innovation Fund at the University of Minnesota Law School; and \$2 million to endow the Dean's Innovation Fund at Yale School of Drama.

Final Distributions before Dissolution

Grant to the Minneapolis Foundation

Board Members agreed that after all expenses are paid and closing grants made, remaining funds will be transferred in December to The Minneapolis Foundation to fund The Robina Foundation Fund at The Minneapolis Foundation which will implement review of grant reports by Berresford and Lewis and payment of expenses that arise after the Foundation's dissolution.

Closing Grants

Board Members confirmed the decision at the August Board Meeting concerning allocation of \$300,000 anticipated to be available for closing grants:

- \$100,000 to the University of Minnesota Law School to support the Deans' Innovation Fund;
- \$100,000 to Yale School of Drama to support the Dean's Innovation Fund;
- \$50,000 to the Council on Foreign Relations for general support;
- \$50,000 to Abbott Northwestern/Allina Health for general support.

During the discussion Lewis proposed that grants to the University of Minnesota Law School and Yale School of Drama be available for current use rather than added to the Dean's Innovation Fund endowments funded by Robina.

A motion was made and seconded that closing grants provided to the University of Minnesota Law School and Yale School of Drama for the Dean's Innovation Funds will be available for current use. That motion was unanimously approved.

Grantee Reports

University of Minnesota Law School

- *James H. Binger Center for New Americans*
- *James H. Binger Professorship in Clinical Law*

Board Members highlighted the impressive work of the Binger Center, notwithstanding the restrictions necessitated by the pandemic, and information that graduates of the Law School are pursuing careers with nonprofit organization working on immigration issues.

Yale University Law School

- *Robina Human Rights Initiative and Binger Clinical Faculty Chair in Human Rights*

Board Members noted the wide reach of the initiative and the importance of the Law School's record keeping as part of the program.

Yale School of Drama

- *Binger Center for New Theatre*

Board Members noted the changes Yale School of Drama has made to extend several key programs due to pandemic restrictions. For the next three years Berresford and Lewis will monitor the program including use of the Production Enhancement Fund, which is not always fully utilized.

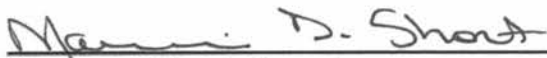
Closing

Before ending the meeting Board Members and Hunt and Gilberg reflected on their experience with the Robina Foundation and each other.

Adjournment

There being no other business, the meeting was adjourned at 2:20 pm.

Respectfully Submitted,


Marianne Short, Secretary

11/21/2020
Date

**Robina Foundation Annual Meeting
Meeting Minutes
August 25, 2020**

The Annual Meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on August 25, 2020, at the Minneapolis Club in Minneapolis, Minnesota and via Zoom.

Directors present: Susan Berresford (on Zoom), Kathleen Blatz, Steve Lewis and Marianne Short (in person).

Staff present: Penny Hunt, Executive Director (in person), and Nancy Gilberg, Administrative Consultant (on Zoom).

Mary Lou White (on Zoom) served as recorder.

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from May 21, 2020, Board Meeting

During the discussion of the Minutes, a Board Member proposed an amendment to the Minutes included in the Board Book to reference a motion regarding payment to Sullivan for accounting services. After discussion,

A motion made and seconded to approve the Minutes of the May 21, 2020 Board Meeting as amended was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to information in the Executive Director's Report outlining actions needed to shut down Robina's operations, as well as the impact of Robina's matching grant to support the Endowed Scholarship Match Program at the University of Minnesota Law School.

Foundation Finances

Board Members reviewed the Foundation's Q2 Asset Statement and accompanying schedules for the Foundation's Bond Dividends and Bond Principal Maturity. Board Members discussed the need to sell the Wells Fargo bond before its December 7 scheduled maturity to facilitate Robina's dissolution no later than December 31, 2020.

A motion made and seconded to sell Robina Foundation's Wells Fargo bond in November to facilitate the Foundation's dissolution was approved unanimously.

Hunt explained the estimate of Robina funds available through December 31, 2020 included in the Board Book, which was prepared to facilitate grant decisions during the months prior to dissolution.

New Grants

Deans' Innovation Funds

Yale School of Drama and University of Minnesota Law School

Board Members reviewed reports on programs supported through the Dean's Innovation Funds at Yale School of Drama and the University of Minnesota Law School during the past year before considering endowment grants to sustain the two Innovation Funds. After discussing the amount

and timing for endowment grants, Board Members approved grants to Yale School of Drama and the University of Minnesota Law School, as follows:

A motion made and seconded to provide an endowment grant to Yale University to support the Dean's Innovation Fund at Yale School of Drama was unanimously approved as follows:

- Implementation of the Dean's Innovation Fund as described in Yale School of Drama's 2018 grant proposal submitted to Robina Foundation;
- Endowment grant includes funds generated by the 2019 gift to Yale University of limited partnership interests in Aberdeen Venture Partners III and IV and a \$2 million grant, which will be paid no later than December 1, 2020.

A motion made and seconded to provide an endowment grant to the University of Minnesota Foundation to support the Dean's Innovation Fund at the University of Minnesota Law School was unanimously approved as follows:

- Implementation of the Dean's Innovation Fund as described in the Law School's 2018 grant proposal submitted to Robina Foundation;
- \$2.3 million grant to be paid no later than December 1, 2020.

Board Members instructed Hunt to work with Yale University and Yale School of Drama and with the University of Minnesota Foundation and the University of Minnesota Law School on agreements for the two Dean's Innovation Fund grants, which must be executed before payment of any grant funds.

Minnesota Historical Society

Prior to the Board's consideration of the Minnesota Historical Society's grant proposal, Hunt and Gilberg updated Board Members on the status of Robina files and plans to transfer appropriate documents to the Minnesota Historical Society for archiving.

Following discussion of two grant options presented by the Historical Society,

A motion made and seconded to provide a grant of \$10,000 to the Minnesota Historical Society to support preservation and access to Robina Foundation's papers and work on similar collections was unanimously approved.

Dissolution

Faegre Drinker attorney Angela Fogt joined the meeting via Zoom to update Board Members on the status of the legal dissolution process and discuss work with The Minneapolis Foundation. Fogt explained:

- The Attorney General's office will not intervene with Robina's sunseting;
- We will provide the Attorney General's office with one more notice that grants have been paid, including information on the exact amount of additional grants;
- The 90-day creditors claim period ends on September 30; no claims have been received yet;
- After September 30, Robina can move forward with additional final distributions including transfer of remaining assets to The Minneapolis Foundation;

- Following payment to The Minneapolis Foundation, final notice will go to the Attorney General's office to complete the statutory dissolution process.

Discussion of outstanding items in the Memorandum of Understanding with The Minneapolis Foundation

Designation of Binger family representative to receive information on grant reports:

A motion made and seconded to designate Noa Staryk, Jim Binger's granddaughter, as the Binger family representative to receive information on grant reports was unanimously approved.

Recommendation of consultants to monitor grant reports:

A motion made and seconded to recommend that Susan Berresford and Steve Lewis serve as consultants to The Minneapolis Foundation to monitor grant and endowment reports associated with Robina grants was approved with Berresford and Lewis abstaining.

Recommendation of an appropriate level of compensation for the consultants:

Following an executive session without Berresford and Lewis, Blatz and Short approved the following motion:

Based on a fair assessment of the time required to review nine annual program and endowment reports and accompanying documentation and certifications, discussion of the reports, follow-up conversations with Robina Grantees as needed, and communication with The Minneapolis Foundation, Robina Foundation recommends that The Minneapolis Foundation provide each consultant with \$12,000 per year for three years beginning in January 2021.

Board Members discussed the disposition of any funds remaining in the Robina Foundation Fund at The Minneapolis Foundation on December 31, 2023, the end of the term of the Memorandum of Understanding. As provided in the Memorandum of Understanding, the consultants will be asked to recommend a plan to distribute funds to Robina Grantees. Board Members agreed that the consultants will be well-positioned to determine an appropriate distribution after their work reviewing grant reports.

Grant Report

Board Members welcomed Garry Jenkins, Dean of the University of Minnesota Law School, and Assistant Director of Annual Giving Lizzy Beghelli, who manages the Class Agent Fundraising Pilot Program. Jenkins and Beghelli joined the meeting via Zoom.

Jenkins described the Class Agent program as the "lynchpin" of the Law School's fundraising with graduates and the reason for a substantial increase in fundraising. Jenkins and Beghelli highlighted the main features of the program, which include

- Launch through reunion year program;
- Expansion through combined reunions and addition of one-year reunions;
- Engagement beyond reunions;
- International outreach;
- Development of a culture of philanthropy with current students;
- Linked to planned giving opportunities

Board Members commended the Law School on its implementation of the program and plans for the future.

Final Distributions before Dissolution

After review of estimated funds available after payment of endowment grants for Deans Innovation Funds at Yale School of Drama and the University of Minnesota Law School and funds provided to The Minneapolis Foundation, Board Members discussed options for additional grants before Robina's dissolution, assuming \$300,000 is available for grants.

A motion made and seconded to provide grants totaling \$300,000 to Robina Foundation's designated grantees in recognition of the importance of these four institutions to Robina's founder James Binger was unanimously approved as follows:

- \$100,000 to the University of Minnesota Law School to support the Dean's Innovation Fund;
- \$100,000 to Yale School of Drama to support the Dean's Innovation Fund;
- \$50,000 to the Council on Foreign Relations as general support;
- \$50,000 to Abbott Northwestern/Allina Health for general support.

Since payment of the grants will not take place until after the November Board Meeting, the terms of the grants will be confirmed at the November meeting.

Post Dissolution Reporting

Board Members provided suggestions for changes to the draft material to be provided to Robina Grantees. Hunt agreed to make appropriate changes for review by Board Members.

Board Governance

Directors and Officers Liability Insurance Extension

Following Board Members' discussion of extension of the Foundation's current Directors and Officers Liability Insurance after the Foundation's dissolution,

A motion moved and seconded to continue coverage for three years beginning in January 2021 was unanimously approved.

Gilberg and Hunt agreed to follow the required process to extend coverage for three years.

Meeting Dates

Board Members confirmed November 19, 2020, as the date for the last Robina Foundation Board Meeting.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,


Marianne Short, Secretary

11/19/2020
Date

**Robina Foundation
Meeting Minutes
May 21, 2020**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on May 21, 2020, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of February 20, 2020, Board Meeting

A motion was made and seconded to approve the Minutes of the February 20, 2020 Board Meeting included in the Board Book. That motion was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, in particular information about Robina Foundation's Directors & Officers Insurance. Hunt noted that the current policy has been renewed through May 2021. In late fall, we will notify the Philadelphia Insurance Companies of Robina's dissolution and purchase an extension of the policy for 1 to 3 years to address claims, if any, against Robina directors and officers that could survive dissolution.

Foundation Finances

Pfingsten Partners III Update

Lewis and Hunt reported that the Pfingsten partnership is in the process of dissolution, which means that the partnership's remaining assets will be distributed to limited partners, including Robina Foundation, by the end of June 2020. Robina's distribution is estimated to be \$1912.

Bonds

Hunt noted that one of the bonds held by Robina will be paid out in June rather than September as planned. Bond proceeds will be deposited in Robina's Vanguard account. Lewis noted that we may want to sell several bonds scheduled to mature in late 2020 a little early to facilitate Robina's dissolution.

Financial Advisor Transition

Hunt explained that we have successfully transitioned preparation of Robina's quarterly reports from Mike Sullivan to Jim Peter and called attention to the Asset Statement included in the Board Book, which was prepared by Peter. Hunt recommended that Robina pay Sullivan one-half of his agreed-upon quarterly fee in recognition of Sullivan's dedication to Robina and all that he has done for the Foundation.

A motion was made and seconded to pay Sullivan one-half of his agreed-upon quarterly fee in recognition of his dedicated support of Robina and his important work in devising the Foundation's investment strategy and providing options for the timing of the

expenditure of Robina's assets during the dissolution process. That motion was approved unanimously.

The Board directed Hunt to speak with Peter to identify the appropriate compensation for his work for the Foundation during the balance of 2020.

Dissolution Process

Robina Foundation's legal advisor, Angela Fogt of Faegre, Drinker, Biddle & Reath, joined the Board to discuss the legal dissolution documents and process, including the timing of required actions. Fogt provided the Board with an overview of the draft legal documents associated with the proposed dissolution. Fogt explained that (1) the Board will vote to dissolve the Foundation and transfer some portion of remaining assets to the Minneapolis Foundation to administer pursuant to the Memorandum of Understanding, and (2) the notices to be filed with the Minnesota Attorney General and Secretary of State will indicate that the Robina Foundation intends to dissolve, but the formal dissolution will not occur until the end of 2020. The Board of Directors and officers will retain authority until the final paperwork is filed at the end of the year. The Board reviewed and provided feedback on each of the documents included in the Board Book. During the discussion of the draft documents, Board Members requested several revisions to the documents. Fogt agreed to work with Hunt on the revisions, which will be discussed with the Minneapolis Foundation.

A motion was made and seconded to adopt the attached Resolutions of the Board of Directors, which authorize dissolution of the nonprofit corporation and adopt the Plan of Dissolution attached to the Resolutions.

Grants

University of Minnesota: *Public Interest Scholars and Bridge Fellowship*

Board Members noted and accepted the Law School's explanation of why they did not award thirty Bridge Fellowships this year as planned but rather opted to use the additional funding for summer and post graduate year-long fellowships.

Yale School of Drama: *Dean's Innovation Fund*

The Board of Directors decided to delay consideration of Yale School of Drama's request regarding distributions from the Aberdeen funds until the August Board Meeting when the Board will consider endowment of the Dean's Innovation Fund.

Other Business

August Board Meeting

Board Members discussed the feasibility of holding an in-person board meeting in August in Minneapolis given the current shut-down due to the pandemic and decided to delay any decision until closer to the scheduled meeting date. Board Members agreed that regardless of whether an in-person meeting is possible, an all-day meeting on Tuesday, August 25 (followed by dinner that evening if the meeting is in-person) should provide sufficient time for consideration of Foundation issues. Angela Fogt will attend the meeting to discuss the dissolution. Agenda items to include:

- Approval of final grants and distributions, including Endowment of Dean's Innovation Funds and funds for the Minneapolis Foundation;
- Post dissolution reporting, including designation of consultants, confirmation of compensation and guidance to consultants on the final distribution of funds held in the Robina Foundation Fund;
- Any new grants depending on availability of funds;
- Report on University of Minnesota Law School Class Agent Fundraising

Adjournment

There being no other business, the meeting was adjourned at 1:00 pm

Respectfully Submitted,

Marianne S. Short

Marianne Short, Secretary

August 25, 2020

Date

**Robina Foundation
Meeting Minutes
February 20, 2020**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on February 20, 2020, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of November 21, 2019, Board Meeting

A motion was made and seconded to approve the Minutes of the November 21, 2019 Board Meeting included in the Board Book. That motion was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, in particular information from the Binger Center for New Americans describing the Center's outreach and use of student directors, as well as confirmation from Faegre Drinker that an audit of 2019 is not needed. After reviewing the MinnPost article citing work of the Robina Institute on Criminal Law and Criminal Justice at the University of Minnesota Law School, Board Members asked Hunt to find out the status of the Institute's fundraising.

Foundation Finances

Lewis called Board Members attention to the Q4 Financial Report included in the Board Book and explained that Mike Sullivan had recently re-worked his calculation of funds that will be available following payment of all grant commitments and expense and assuming Board approval of new grants totaling \$4.3 million. Board Members noted that the updated estimate of \$483,500 may permit Robina to make small grants in the fall.

Lewis suggested consideration of a November sale of Robina's bond that matures in December so that the Board would know more precisely funds available for grants and expenses. Board Members expressed interest in exploring this in the fall.

Since the value of Robina's interest in Pfingsten Partners III is uncertain, Board Members asked Hunt to explain options for the disposition of this asset. At Hunt's request, Brian Jacobson of Faegre Drinker spoke with Pfingsten to clarify the Foundation's options. Ferguson reported that Pfingsten is optimistic that termination of the fund may occur in the next several months so that one option is for Robina to wait to see if this resolution occurs. Other options include: 1) pushing now for some kind of redemption of Robina's interest, which would involve legal and other costs; 2) asking Yale to reconsider Robina's offer to gift the Pfingsten interest to Yale for the Yale School of Drama Dean's Innovation Fund since Faegre lawyers do not believe that Pfingsten documents provide for "clawback" of previously distributed funds; and 3) simply writing off the value at \$0 and walking away at some point in the fall, which Faegre attorneys believe is an "acceptable risk."

*

Board Members discussed these options and decided not to pursue disposition of the interest at the present time, but to ask Yale to reconsider accepting the donation of Robina's interest in the Pflingsten Partners.

Hunt then discussed the transition of work on Robina's finances to another advisor as we approach the Foundation's dissolution. Hunt explained that she and Gilberg had spoken with Jim Peter about his willingness to work with Robina during the balance of 2020. Board members agreed that the transition should be undertaken in March and approved the following motion:

A motion was made and seconded to authorize Hunt to take all necessary actions to transition work on Robina's finances to another appropriate individual by the end of Q1 2020. That motion was approved unanimously.

2020 Operating Budget

Hunt and Gilberg introduced the proposed 2020 Operating Budget included in the Board Book. Gilberg noted that we have provided the notice to terminate our office lease and paid the fee supporting the termination. The Foundation's current office will be vacated at the end of June 2020, but Gilberg will continue to use the space near Jim Peter's office. Following further discussion regarding several line items,

A motion was made and seconded to approve the 2020 Operating Budget included in the Board Book. That motion was approved unanimously.

Agreed Upon Procedures for 2019

Hunt and Gilberg explained the process CliftonLarsonAllen followed to provide the draft Independent Accountants' Report on Applying Agreed-Upon Procedures and Management Letter included in the Board Book. After clarification of several items in the report,

A motion was made and seconded to approve the CliftonLarsonAllen Agreed-Upon Procedures report included in the Board Book and to authorize Hunt and Gilberg to execute the Management Letter and transmit it to CliftonLarsonAllen. That motion was approved unanimously.

New Grants

Given the uncertainty of funds that may be available for new grants, Board Members agreed to defer consideration of new grants until the August Board Meeting. Board Members emphasized that any new grants should be simple and free of complex provisions requiring reporting.

Sunsetting

Angela Fogt of Faegre Drinker joined the meeting to discuss draft documents for Minneapolis Foundation's assistance with work following Robina's dissolution.

Fogt reviewed three documents with the Board:

Declaration Establishing the Robina Foundation Fund ("the Fund") to be executed by The Minneapolis Foundation to create the Fund.

Memorandum of Understanding (the "MOU") describing administration of the Fund and the procedure for requesting distributions of principal from the Fund. Fogt explained that this agreement should be signed and in place either shortly before or shortly after commencement of the dissolution process since it will be provided to the Attorney General's office to explain how the Foundation's remaining assets will be handled. Fogt emphasized that she tried to build flexibility into the provisions of the MOU.

Timeline for the Partnership between Minneapolis Foundation and Robina Foundation

Board Members' discussion of the documents focused on several provisions in the draft MOU:

- Fees: Minneapolis Foundation has indicated that it will charge \$20,000 for three years of work administering the Fund. All agreed that that is a reasonable amount.
- Grants and Distributions:
 - Instead of specifying the level of compensation to be paid to two consultants, Board Members agreed to a provision indicating that the Foundation will recommend to the Minneapolis Foundation the amount to be paid.
 - Board Members asked for clarification of the provision describing the process to be followed if a consultant is unable to continue reviewing grant reports.
- Termination of Funds: Because the Board has not had the opportunity to discuss distribution of funds remaining at the end of the three years, Board Members indicated that they wanted to discuss the language in this provision at the May Board Meeting.

Fogt will revise the MOU as discussed for review by the Minneapolis Foundation in advance of Robina's May meeting.

Fogt emphasized the importance of providing the Minnesota Attorney General's office with details of our dissolution plans and emphasized that the Fund with the Minneapolis Foundation will not be a donor-advised fund. Once we transfer funds to the Minneapolis Foundation, the funds belong to the Minneapolis Foundation to be used according to the MOU. The more certainty about the use of the funds, the better from the standpoint of the Attorney General's office.

Board Members asked Fogt to confirm that the arrangement Robina Foundation and the Minneapolis Foundation propose is appropriate although the Minneapolis Foundation is not one of Robina's designated grantees. Fogt explained that the MOU requires that any remaining funds go to one or more of Robina's grantees, which requires the Minneapolis Foundation to use the funds in pursuit of Robina's purpose. According to Fogt, this is a reasonable approach, so she will be comfortable explaining the agreement to the Attorney General's office. Board Members asked Fogt to discuss the Foundation's plans with the Attorney General's office in advance of the Board's May meeting.

Robina Outreach

ACTEC Meeting

Blatz and Lewis described the recent meeting with members of ACTEC hosted by Lathrop GPM (formerly Gray Plant Mooty). Both were pleased with the response of attendees and the thoughtful questions they asked and the suggestions they made of other groups that might be interested in learning more about Robina's structure and lessons learned. Hunt will follow up to identify other groups.

Robina Website

Hunt described work with Manage.net LLC to facilitate greater access to Robina's website by people searching the Web for information on limited-life foundations and urged Board Members to visit the website to see the changes.

National Center for Family Philanthropy

Hunt described the upcoming "Philanthropic Spend Down" retreats hosted by the National Center for Family Philanthropy and sponsored by the S.D. Bechtel, Jr. Foundation. After discussion, the Board approved Hunt's and Berresford's attendance at the April retreat in New York.

Grant Reports

Council on Foreign Relations

- *James H. Binger Chair in Global Governance:* Program and Endowment Report
Board Members focused on information about the extensive work of the Council of Councils, which Stewart Patrick, holder of the Binger Chair, leads.
- *Robina Franklin Williams Internship Fund:* Program and Endowment Report
Board Members expressed surprise that CFR didn't visit historically black colleges and universities as part of recruitment of Franklin Williams Interns and seemed very New York centric in the recruitment. Hunt will follow up to understand better CFR's recruitment strategies.

Yale University

- *Gilder Lehrman Center Annual Report* – Final Report
Board Members noted in particular the work the Center undertakes on human trafficking and modern-day slavery. Hunt pointed out the Center's work to secure additional funding and its focus on specific programs.

Board Meeting Dates

Board Members confirmed the meeting dates included in the Board Book. Hunt mentioned that Fogt will join the May meeting by phone and the August meeting in person.

Adjournment

There being no other business, the meeting was adjourned at 1:00 pm

Respectfully Submitted,


Marianne Short, Secretary

5-21-2020
Date

**Robina Foundation
Meeting Minutes
November 21, 2019**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 21, 2019, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of August 27, 2019, Annual Board Meeting

A motion was made and seconded to approve the Minutes of the August 27, 2019 Board Meeting included in the Board Book. That motion was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, including information on the transfer of Aberdeen III and Aberdeen IV private equity funds to Yale University and questions concerning disposition of the Foundation's holding in Pfingsten Partners III. Board Members agreed that Hunt should follow up with Pfingsten Partners about the status of the fund and begin to discuss transfer of the asset to Yale if Pfingsten's efforts to sell the fund's last asset are delayed so that Robina no longer owns Pfingsten as of the end of 2020 Q3.

Foundation Finances

Sullivan Q3 Report

Board Members noted Sullivan's estimation that more than \$600,000 will be available in Q4 2020 after the payment of existing grant commitments, possible endowment grants for Dean's Innovation Funds at Yale School of Drama and the University of Minnesota Law School, and Foundation expenses in 2020. A portion of the available funds will be granted to the Minneapolis Foundation for post-termination expenses, with the balance available for additional grants. Board Members expressed interest in making a grant to the Minnesota Historical Society in connection with the archiving of Robina records and asked that the February agenda include a discussion of other opportunities.

2020 Operating Budget (Preliminary Draft)

Board Members asked Hunt and Gilberg to review budgeted amount for internet and telephone when preparing the budget for consideration at the February 2020 meeting.

Legacy Report

Board Members discussed several options for dissemination of Robina's Legacy Report and the lessons learned during the operation of the Foundation, focusing in particular on the possibility of reaching a national audience at a conference of a national philanthropic organization and on the Minneapolis ACTEC meeting hosted by Ann Burns at Gray Plant Mooty.

Sunsetting Issues

2020 Timeline: Hunt called Board Members to the detailed timeline prepared by Angela Fogt, which describes legal actions necessary to terminate the foundation.

Archiving: Hunt and Gilberg updated Board Members on efforts to review Robina's Board Books and files to prepare for the transfer of archival material to the Minnesota Historical Society and described the possible timing of the transfer.

Website: Board Members expressed satisfaction with the revised website, noting in particular that the Legacy Report and Bylaws are now available on the site.

Agreement with the Minneapolis Foundation for Post-Termination Work

Hunt updated Board Members on her work with Angela Fogt to develop a draft agreement with the Minneapolis Foundation and asked them to think about several issues to be discussed during the February Board Meeting:

- Compensation for two consultants who will review grant reports for three years following termination;
- Desired process for the distribution of reports and signing off following review;
- Distribution of funds remaining after payment of all expenses.

Board Members suggested that Hunt find out from the Minneapolis Foundation the minimum requirements for their involvement in this process.

Operations

Lease: Hunt and Gilberg described plans to terminate the Foundation's current lease of office space in the IDS Center effective June 30, 2020. Gilberg will continue to work in space adjacent to Robina's current office. This arrangement is very cost effective and will eliminate the need to move the operations of the Foundation.

Grant Reports

University of Minnesota Law School

Program and Endowment Reports for *James H. Binger Center for New Americans* and *James H. Binger Professorship in Clinical Law*

Board Members expressed satisfaction with the work of the Binger Center and the Binger Professorship and asked Hunt to follow up on several questions:

- Do students continue to reach out to immigrant neighborhoods to educate immigrants on their rights?
- What is the role of the numerous student clinic directors?
- How is the University of Minnesota Foundation's administrative fee calculated?
- How was the holder of the Binger Professorship in Clinical Law Selected?
- Why is the \$500,000 from the Permanent University Fund presented separately in the Professorship endowment report and not included with the Foundation's \$1,000,000 grant endowing the Professorship in Clinical Law?

Yale University Law School

Program and Endowment Reports for *Robina Human Rights Initiative* and *Binger Clinical Faculty Chair in Human Rights*

Board Members asked Hunt to check on how the \$1 million contributed to the endowment by the Law School is reflected in the endowment report and for information concerning the level of COAP funding provided during the year

Yale School of Drama

Program and Endowment Reports for *Binger Center for New Theatre*

Board Members determined that no follow up on the reports is needed.

Board Meeting Dates

After reviewing the schedule included in the Board Book, Board Members decided to change the November 2020 meeting date from November 24 to November 19. The meeting will take place from 1:00 pm to 3:00 pm CST.

Adjournment

There being no other business, the meeting was adjourned at 2:35 pm

Respectfully Submitted,

Marianne B. Short
Marianne Short, Secretary

2-20-20
Date

**Robina Foundation Annual Meeting
Meeting Minutes
August 27, 2019**

The Annual Meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on August 27, 2019, at the offices of Faegre Baker Daniels in Minneapolis, MN.

Directors present: Susan Berresford, Kathleen Blatz, and Steve Lewis.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from May 21, 2019, Board Meeting

A motion made and seconded to approve the Minutes of the May 21, 2019 Board Meeting included in the Board Book was approved unanimously.

Executive Director's Report

Hunt called Board Members attention to information in the Executive Director's Report describing Robina's involvement in Campden Research and Rockefeller Philanthropy Advisors' project regarding attitudes in the family foundation sector/private foundation sector. Following an interview with Blatz, it was decided that a case study of the Robina Foundation would be included in the report. Timing for the report is not known.

Foundation Finances

Q2 Financial Report

Robina's Investment Consultant Mike Sullivan joined the meeting by phone to discuss his report for Q2 of 2019. Sullivan emphasized the following:

- Report shows Robina's past performance, but also what we expect to happen through December 2020.
- Assuming payment of all current commitments, funds remaining in 2020 would be \$5 – \$6 million, although transferring Robina's private equity funds will reduce that number by \$100,000 - \$150,000.
- Out of the approximately \$5 million that would remain, approximately \$3 million will be available in cash.
- Approximately \$600,000 would remain if the Board makes the following new grants:
 - \$100,000 to Yale School of Drama and the University of Minnesota Law School payable now as additional support for Dean's Innovation Funds.
 - Payment in 2020 of up to \$4.3 million for Dean's Innovation Fund Endowments at Yale School of Drama and the University of Minnesota Law School.

Private Equity Funds

Hunt updated Board Members on the status of plans to transfer the Foundation's interest in Aberdeen Venture Partners III, LP and Aberdeen Venture Partners IV, LP to Yale University.

Following discussion,

A motion made and seconded to authorize Blatz to execute Assignment and Assumption agreements for the transfer of the Foundation's interest in Aberdeen Venture Partners III, LP and Aberdeen Venture Partners IV, LP and take all other actions necessary to complete the Foundation's transfer of its interest in the two funds to Yale University effective as of September 30, 2019, was approved unanimously.

Board Members directed Hunt to confirm with Yale that funds generated by Yale's interest in the Aberdeen funds will go into the endowment to be established for the Dean's Innovation Fund at Yale School of Drama.

Yale School of Drama

Board Members welcomed James Bundy, Dean, Yale School of Drama, to update Board Members on Yale School of Drama's use of the Foundation's 2018 grant of \$100,000 to pilot a Dean's Innovation Fund and his proposal for an endowed Dean's Innovation Fund. Dean Bundy described the three projects funded with the pilot grant, emphasizing the mixture of the projects and the potential for impact within Yale School of Drama as well as the field.

Board Members expressed the importance of assuring that the Dean has the authority to make decisions concerning grants, notwithstanding the Dean's "shared leadership" structure, which he believes results in better decisions. To assure the Dean's decision-making discretion, Board Members expressed the desire that any agreement connected with the Foundation's endowment of the Dean's Innovation Fund confirm that the Dean has this discretion.

At Board Members' request, Dean Bundy explained Yale's proration of endowment funds depending on the timing of receipt of funds and provided an update on funding for a new facility.

University of Minnesota Law School

Board Members welcomed Garry Jenkins, Dean of the Law School, Deepinder Mayell, Executive Director of the Binger Center for New Americans, and Ben Casper-Sanchez, Faculty Director of the Binger Center.

Binger Center for New Americans

Mayell and Casper-Sanchez provided the Board with a comprehensive update on the work of the Center, emphasizing:

- The unique level of experience and education the Binger Center provides;
- Students' involvement in multi-layered and complex work, including arguing successfully before the Sixth Circuit Court of Appeals;
- The number and success of students' work on federal litigation;
- Community partners' donation of 1280 hours of pro bono work this year;
- Launch of a fourth student clinic as well as "pop-up" legal clinics in 6 towns in rural Minnesota;
- Key initiatives for the coming year, including southern border service trips and a new "Court Observation Project."

Law School Update

As part of his update on the status of the Law School, Dean Jenkins expressed optimism about the future and addressed a number of important items, including:

- The Law School's progress toward eliminating its structural imbalance;
- Reduction in additional support from the University;

- Increase in annual fund and reunion giving and the status of the Law School Campaign;
- A surge in applications, enrollment and employment;
- Minnesota's ranking in the top 20 law schools in the country.

Dean's Innovation Fund

Before describing the two grants made with Robina funding, Dean Jenkins outlined the guiding principles of the initiative: Promote Faculty Research and Engagement, Enhance Student Experiences, and Advance Institutional Goals. With a grant from the Dean's Innovation Fund, Professor Perry Moriearty will partner with a number of University and community organizations to measure the impact of incarceration on families and communities. The second initiative, identified by Dean Jenkins, will enhance student experiences through the development of a mobile campus communication tool to better connect students with necessary resources and advising tools.

During a discussion of reporting on Robina endowment grants after Robina's termination in December 2020, Jenkins proposed that both the Dean of the Law School and the University of Minnesota Foundation Chief Financial Officer certify reports and that the University of Minnesota Provost serve as Successor Representative. Robina Board Members concurred with this approach.

Blatz thanked Jenkins on behalf of the Board and expressed Board Members' appreciation for the Law School's programs funded by the Foundation.

Innovation Fund Proposals

Following further discussion of the financial ramification of awarding new grants,

A motion made and seconded to grant \$100,000 payable in September to the University of Minnesota Law School to support the Dean's Innovation Fund as described in its 2018 Proposal to the Robina Foundation and \$100,000 to Yale School of Drama to support the Dean's Innovation Fund as described in Yale School of Drama's Proposal to the Robina Foundation dated August 2018, was approved unanimously.

Board Members directed Hunt to notify Dean Bundy and Dean Jenkins of these new grants and to convey that subject to events that may transpire between now and August 2020, the Board expects to consider endowment grants of up to \$2 million to each institution to sustain the two Dean's Innovation Funds.

Sunsetting Discussion

Hunt distributed a memorandum from Faegre Baker Daniels attorney Angela Fogt addressing various sunseting issues. Fogt joined the meeting by telephone.

Dissolution Process

Board Members discussed two timetables prepared by Fogt for dissolution work in 2020 and talked with Fogt about the ramification of commencing the dissolution process in May. Fogt explained that Robina will not be able to make grants during the creditors' 90-day claim period but that grants can be made after that period. Payment of regular operating expenses is permissible during the creditors' claim period. Based on Fogt's explanation of the timetable if the dissolution process begins in May, Board Members decided to begin the dissolution process in May. Fogt will prepare a detailed timetable for the process.

Board Members also asked Fogt about work the Minneapolis Foundation might perform on behalf of Robina after dissolution. Fogt confirmed that work must be structured so that the Minneapolis

Foundation is responsible for the work, not Robina. Board Members discussed briefly the Minneapolis Foundation proposal to assist the Foundation with post-termination expenses and directed Hunt to work with Fogt and the Minneapolis Foundation to develop an agreement for Board consideration.

Audit

Board Members discussed whether a formal audit or agreed upon procedures review is required or needed as the Foundation winds down. Since we have received somewhat conflicting advice, Board Members asked Hunt to work with Fogt to resolve the question. Hunt and Gilberg will work with CliftonLarsonAllen to assure that whichever approach is taken, CLA's work will be completed by May when the dissolution process will begin.

Lease

Board Members discussed several ways to handle Robina's current lease in the IDS Tower, which runs until May 31, 2021. Gilberg and Hunt will provide further information on the options at the November Board Meeting.

Archiving Records

The process of reviewing Robina records and files to identify documents that should be archived has progressed, but Board Members urged Gilberg and Hunt to speed up the process and report on the status at the November Board Meeting.

Post Sunset Reporting

Duration

After discussion, Board Members determined that reporting will take place for five years following Robina's dissolution as follows: two Robina Board Members will be designated by the Board in August 2020 to receive reports for three years, followed by two years of reporting to the Successor Representatives designated to receive reports.

Reports

Board Members confirmed that certification and submission of reports on endowment grants will be as follows:

Council on Foreign Relations: certification by Chief Financial Officer or General Counsel of CFR; successor representative: Head of the Department overseeing the program endowed by the Foundation.

Yale Law School: certification by Yale University Provost; successor representative: Yale Vice President for Alumni Affairs and Development.

Yale School of Drama: certification by Yale University Provost; successor representative: Yale Vice President for Alumni Affairs and Development.

University of Minnesota Law School: certification by Law School Dean and University of Minnesota Foundation Chief Financial Officer; successor representative: University of Minnesota Provost.

Hunt will follow up with Robina Grantees to explain the process and request that Robina Board Members continue to receive information on events connected to Robina Grants. Blatz reported that Noa Staryk would also like to receive reports.

Legacy Report

Board Members expressed satisfaction with the final Legacy Report, which has been printed and needs to be sent to various organizations and individuals. Hunt will follow up on opportunities for discussions, meetings and articles and will work with Board Members to facilitate distribution of the Report by members of the Board.

Grant Report

Board Members discussed the University of Minnesota Law School's annual report on the *Class Agent Fundraising Pilot Program* included in the Board Book. No follow-up action was required.

Board Governance

Election of Directors

After discussion,

In order to assure that the current Board Members continue to serve until 12/31/2020, the Board of Directors unanimously approved the following: extension of the third terms of Berresford and Blatz's to 12/31/2020 and election of Lewis and Short to a third term from 9/1/19 – 12/31/2020.

Election of Officers

After discussion,

In order to assure that the current officers continue to serve until 12/31/2020, the Board of Directors unanimously approved the following: extension of the terms of Berresford and Short as Vice Chair and Secretary, respectively, to 12/31/2020 and election of Blatz and Lewis to serve as Chair and Treasurer, respectively, from 9/1/2019 to 12/31/2020.

Conflict of Interest Policy

Board Members completed their annual disclosure of conflicts of interest with the operation of Robina Foundation.

Meeting Dates

Board Members confirmed 2019 and 2020 meeting dates.

Other Business / Executive Session

Board Members held a brief executive session to discuss compensation of the Executive Director.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan V. Berresford, Acting Secretary

November 21, 2019

Date

**Robina Foundation
Meeting Minutes
May 21, 2019**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on May 21, 2019, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of February 27, 2019, Board Meeting

A motion was made and seconded to approve the Minutes of the February 27, 2019, Board Meeting included in the Board Book. That motion was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, including input from Mike Sullivan, Robina's investment advisor, on the need for continual tracking of the Foundation's assets as operations wind down and the article Mike provided which describes the importance of tracking and reserving assets to meet unexpected expenses.

Treasurer's Report

Lewis noted that Sullivan's Q1 Financial Report does not contain surprising or new information and emphasized that at this point we don't need to change our investment plan. Changes can be made later as we approach Robina's "sunset" date. Hunt called Board Members' attention to updated information on Robina's "Final Plan" included in Sullivan's report, which estimates sufficient funds available at the time of termination to cover unexpected expenses. Blatz reminded Board Members that Sullivan will attend the Foundation's August meeting.

May Meetings with the Council on Foreign Relations and Yale

Although several questions remained after meetings at Yale, Board Members expressed satisfaction with meetings at the Council on Foreign Relations and Yale to discuss Robina's grants and plans for post-termination reporting, as well as with the Yale regarding transfer of the Foundation's private equity funds. Berresford emphasized how the meetings highlighted the high quality of the programs funded by the Foundation and the leaders of the programs. Several Board Members noted how pleased leadership at CFR is

with diversity efforts funded by Robina, notwithstanding earlier skepticism about their importance.

Following a discussion of meetings with CFR, Yale School of Drama and Yale Law School concerning post-sunset reporting and successor representatives, Board Members considered several options for the duration of reporting including a 10-year requirement. This issue will be discussed further at the August Board Meeting when the reporting schedule will be determined. Board Members agreed that each report will include a certification by the Robina Grantee's Chief Financial Officer or General Counsel concerning the use of the funds.

Board Members asked Hunt to draft a short form program report as well as a certification for review by Board Members prior to transmittal to CFR and Yale for comment.

Legacy Report Update

Hunt and Gilberg explained the sample report material included in the Board Book. Board Members suggested several changes to make the report more readable, stressing, in particular, that the font size and spacing are key to the readability of the pamphlet. Hunt and Gilberg agreed to work further with the designer and to have several options available for review at the August Board Meeting.

Hunt described efforts to disseminate Robina's report and the Foundation's lessons learned.

Grant Reports

Board Members agreed that the University of Minnesota Law School's annual report on the Public Interest Scholars and Bridge Fellowship Programs demonstrates the continued value of the two programs, noting in particular that another donor has enhanced options for students interested in public interest work by providing a residency program that includes employment for credit.

Other Business

Board Members' consideration of the agenda for the August Annual Meeting focused on plans for meetings with Deans Bundy and Jenkins and a follow-up discussion on post-sunset reporting and successor representatives.

Board Meeting Dates

Blatz asked Board Members to note on their calendars the proposed dates for a board meeting in August 2020.

Adjournment

There being no other business, the meeting was adjourned at 12:00 pm

Respectfully Submitted,


Marianne Short, Secretary

8/30/19
Date

**Robina Foundation
Meeting Minutes
February 27, 2019**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on February 27, 2019, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of November 15, 2018

A motion was made and seconded to approve the Minutes of the November 15, 2018, Board Meeting included in the Board Book. That motion was approved unanimously.

Executive Director's Report

Hunt called the Board's attention to several items in the Executive Director's Report, including information regarding archiving Foundation records with the Minnesota Historical Society. Board Members agreed that archiving the Board Books provides the best and most complete record of Robina's work. As needed, additional documents from Foundation files could be added to supplement the Board Books.

Treasurer's Report

Lewis reviewed material included in the Board Book, and Board discussion focused on Fund Exit Scenarios prepared by Sullivan at the Board's request, including in particular, the timing of potential transfer of Robina's Private Equity Funds (PEFs) to Yale University and payment of current commitments and future grants. Lewis noted that the timing of payment of Robina's grant commitments and any new grants will affect the funds available for expenses after the Foundation terminates. Hunt reminded Board Members that Sullivan uses conservative assumptions when developing Fund Exit Scenarios. Lewis suggested that we plan to make all grant payments by September 30, 2020, and then spend the next three months wrapping up Foundation operations so that the Foundation's legal termination will be effective December 31, 2020. It was noted that this approach is included in Alternative Model H.

Following discussion,

A motion was made and seconded to follow the basic outline of Alternative Model H as the Board winds down Robina Foundation's operations, with the understanding that adjustments may be needed to respond to changed circumstances. That motion was approved unanimously.

2019 Operating Expenses

Board Members reviewed the draft 2019 Operating Budget included in the Board Book. During the discussion, Board Members decided to add \$5,000 to the budget for printing, web design and maintenance to cover possible costs of printing the Legacy Report.

A motion was made and seconded to approve the 2019 Operating Budget consisting of total operating expenses of \$456,156. That motion was approved unanimously.

May Meeting with CFR and Yale

Board Members discussed the draft schedule and topics for Robina Meetings in May with the Council on Foreign Relations and Yale University. Since Dean Bundy is not able to attend the May meeting, Board Members asked Hunt to request that Dean Bundy meet with the Board in August during the Annual Meeting. Gilberg will follow up with Board Members on transportation and other logistical issues. Board Members discussed post-termination reporting and other issues related to Robina support of the Council on Foreign Relations, Yale School of Drama and Yale Law School. Based on the discussion, Hunt will develop an agenda of topics to discuss with each grantee, which she will circulate to Board Members in advance of meetings. In addition, Hunt will draft an agenda for the May meeting with Yale's Director of Special Assets to discuss transfer of PEFs to Yale.

Legacy Project

Revised Report and Grants List

Board Members considered the revised Legacy Report and Grants List included in the Board Book. Directors agreed that the date December 31, 2018, should be added to the Report's Foreward and that Robina's Bylaws need not be attached to the report. Hunt will make appropriate changes to the Foreward and Grants List to reflect the end date of December 31 and the deletion of the Bylaws. Following discussion,

A motion was made and seconded to approve the Legacy Report and Grants List with the following changes: addition of date of December 31, 2018, to the Foreward and Grants List; deletion of the Bylaws; addition of grants made in late 2018 and a footnote on the Grants List to indicate that the Board may consider additional grants as it spends down the Foundation's assets. That motion was approved unanimously.

Dissemination Options

Board Members discussed several current opportunities for dissemination of Robina's Legacy Report:

Minneapolis Foundation Program: Board Members directed Hunt to set up a call with the Minneapolis Foundation to discuss the April 4 program and to work with the Foundation Center to assure that the Center's suggestions for talking points about Robina's work are available well in advance of the program.

ACTEC: Board Members expressed interest in Gray, Plant Mooty's offer to host a meeting of Minnesota ACTEC fellows and other local estate and charitable planning attorneys to learn more about Robina's work. Hunt will follow up with ACTEC contacts.

Sunsetting

During a review of the revised Sunsetting Timeline included in the Board Book, Board Members discussed the appropriate time to inform Binger family members of the Foundation's plans to close. Blatz will contact a key family member to give her a heads-up concerning plans, with a more formal communication to follow after the August Annual Meeting.

Grantee Reports

Council on Foreign Relations

While reviewing reports on the Binger Chair in Global Governance and the Robina Franklin Williams Internship Fund, Board Members identified topics for discussion with the Council during the scheduled meeting in May.

Yale University: Gilder Lehrman Center Annual Report

Board Members noted that of the initiatives funded by the Robina Foundation, only the Modern Slavery Task Force is assured funding following the expiration of Robina funds, but speculated that the acclaim of David Blight's book on Frederick Douglass may bring more attention and funding for the Gilder Lehrman Center.

Future Board Meetings

Gilberg highlighted the proposed dates for meetings in 2020 and asked Board Members to review their calendars as soon as possible to confirm the meeting dates and times.

Adjournment

There being no other business, the meeting was adjourned at 11:50 am.

Respectfully Submitted,

Marianne D. Short

Marianne Short, Secretary

May 21, 2019

Date

**Robina Foundation
Meeting Minutes
November 15, 2018**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 15, 2018, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of August 28-29, 2018, Annual Board Meeting

Following discussion,

A motion was made and seconded to approve the Minutes of the August 28-29, 2018, Annual Board Meeting included in the Board Book, subject to a change in the second and third sentences in the Governance section to read as follows: "After review and discussion, Board Members decided to retain the compensation levels previously set in FY2014 based on an estimate of time allocated to work, travel, board meetings, grantee visits and informal consultations, and comparison with the level of compensation of similar sized foundations that compensate trustees." That motion was approved unanimously.

Executive Director's Report

Hunt called the Board's attention to information in the written report related to CliftonLarsonAllen's preparation of "Agreed Upon Procedures" for the Foundation. Hunt and Gilberg explained that CLA does not believe that continuation of Agreed Upon Procedures for the remaining years of Robina's operations is necessary. Board Members discussed their determination to operate the Foundation to the highest possible standard, consulting experts to assure all applicable rules and regulations are followed and determined that, while it may not be necessary, Robina will engage CLA to perform an Agreed Upon Procedures audit for the final year of the Foundation's operations.

Berresford described for the Board her participation in a meeting with David Blight, head of the Gilder Lehrman Center, and several funders to discuss the future of the Center and various funding strategies.

Treasurer's Report

Discussion concerning the Assets and Grants, Sullivan's 2018 Third Quarter Financial Report and Exit Scenarios focused on new Exit Scenarios Models D, E and F and the timing of the transfer of Robina's Private Equity Funds (PEFs) to Yale University. Lewis explained how Yale will value and treat the PEFs at the time of transfer of the funds to

Yale and when funds will be available to Yale School of Drama as part of an endowment grant from Robina to support the Dean's Innovation Fund. According to Lewis only two of Robina's three funds can be transferred to Yale. Hunt was asked to confirm that. In order to provide as clean a transfer of the PEFs as possible, the Board decided to transfer the funds to Yale at the time of a decision concerning an endowment grant to Yale School of Drama and asked Hunt to talk with Sullivan about preparing additional Exit Scenarios assuming transfers in mid-2019 rather than 2020. Board Members expressed interest in terminating the Foundation in mid-2020, which would reduce 2020 operating expenses, permit earlier completion of closing activities, and perhaps eliminate transactions after the year the Foundation terminates.

2019 Operating Expenses

Hunt noted that the draft budget projects that 2019 operating expenses will be slightly less than 2018 expenses due to lower rent in 2019. Meeting expenses are predicted to remain approximately the same, assuming the Board travels to New Haven and New York City next spring.

Legacy Project

Revised Report

Directors agreed that a date should be added to the final Foreward to the report. Blatz and Berresford will provide Hunt with suggested minor changes to the Foreward.

Dissemination Options

Board Members discussed information regarding opportunities to disseminate information about Robina's work included in the Board Book:

Work with Foundation Center: Board Members asked Hunt to follow up with Foundation Center to determine possible future work, including preparation of a Q & A Robina could use in connection with meetings or presentations.

Work with Minneapolis Foundation: Lewis suggested that Hunt contact the St. Paul Foundation to discuss the feasibility of a program there similar to the program discussed with the Minneapolis Foundation.

Work with the American College of Trusts and Estate Counsel (ACTEC): Board Members expressed interest in exploration of national and local options for Robina to discuss its lessons learned with ACTEC members and asked Hunt to follow up with local trusts and estates attorney Ann Burns.

Board Members emphasized the importance of opportunities that involve interaction with donors and potential donors as well as with attorneys and others who provide philanthropic advice to clients, and their preference for meetings organized by organizations other than Robina. In addition to possible work with ACTEC, Board Members suggested that Hunt discuss this with Faegre Baker Daniels, and Short indicated that she would explore Dorsey's interest.

Sunset Issues

Post-Sunset Reporting: After reviewing background information included in the Board Book, Board Members asked Hunt to prepare a list of options for reports on Robina's

endowment grants for consideration at the February Board Meeting with the goal of developing several options to discuss during 2019 grantee visits with endowment recipients Yale School of Drama, Yale Law School, the Council on Foreign Relations and the University of Minnesota Law School. Board Members agreed that the goal of post-sunset reporting is to make Robina Grantees aware that their work is being monitored and that a process is established in the event of proposed changes in the use of Robina funds.

Archiving: Hunt and Gilberg reported on their discussion with the Minnesota Historical Society concerning archiving Robina records and the kind of contract with the Society that is appropriate for the Foundation. Hunt and Gilberg will prepare a list of items they feel should be archived and will work with Blatz to identify archiving issues requiring Board consideration. Blatz will review the Society's standard contract to determine whether a specially tailored contract is needed.

Robina Office

New Lease: Hunt and Gilberg explained that the manager of the IDS agreed to a new lease with Robina for a smaller office on the 49th floor beginning on December 1, 2018.

Director & Officers Liability Insurance: After reviewing information on the availability of an "Extension Period" following Robina's non-renewal at the time Robina sunsets, Board Members expressed the view that a three-year extension would be appropriate.

Grantee Reports

During review of grantee reports, Board Members noted that Yale School of Drama's use of the Production Enhancement Fund was low in FY2018 and asked Hunt to continue to discuss use of the Fund with Dean Bundy.

Future Board Meetings

February 27, 2019 Telephone Meeting: Hunt noted that the agenda should include Sullivan's New Exit Strategies to enable the Board to make a decision concerning funding of grants for Dean's Innovation Funds at Yale School of Drama and the University of Minnesota Law School.

Spring 2019 Meeting: Board Members identified potential dates for final visits to Yale and the Council on Foreign Relations: May 8-10 and May 20-21. Hunt will explore those dates with Yale and CFR.

Adjournment

There being no other business, the meeting was adjourned at 12:20 pm

Respectfully Submitted,


Marianne Short, Secretary

2.27.19
Date

Robina Foundation Annual Meeting

Meeting Minutes

August 28 – August 29, 2018

The Annual Meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held August 28 – August 29, 2018, at the offices of Faegre Baker Daniels in Minneapolis, MN.

August 28, 2018

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Mary Lou White.

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from May 15, 2018, Board Meeting

A motion made and seconded to approve the Minutes of the May 15, 2018, Board Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members attention to information indicating that Yale Law School plans to transfer the promised \$1 million in unrestricted funds into the human rights endowment sometime this fall, noting that an on-line appeal raised about \$60,000. The balance of the \$1 million committed will come from the Law School. Board Members asked Hunt to contact the Law School to confirm that the transfer was made.

Foundation Finances

Board Members welcomed Mike Sullivan, the Foundation's Investment Consultant, to discuss the Quarterly Report for Q2 of 2018, including the Foundation's private equity funds and possible "Exit Strategies." Sullivan emphasized that the value of the private equity funds is not fixed and recommended that Lewis contact Yale to determine Yale's willingness to accept the private equity funds as part of a Robina grant to Yale School of Drama. Assuming Yale will accept the funds, US Bank will work with the Foundation to implement a transfer. Board Members agreed that Lewis should talk with Yale to determine the feasibility of this approach.

Sullivan and Board Members discussed the three alternative Exit Strategies prepared by Sullivan and included in the Board Book. Sullivan highlighted that several of the models, which include assumptions concerning the timing of future grants, are not viable because early sale of assets would require discounts.

Board Members reviewed CliftonLarsonAllen's "Independent Accountants' Report on Applying Agreed-Upon Procedures" and the accompanying draft letter from the Foundation to CliftonLarsonAllen providing representations related to the accountants' work.

A motion made and seconded to accept CliftonLarsonAllen's report was approved unanimously by the Board.

Hunt and Gilberg will execute the letter on behalf of the Foundation.

Innovation Fund Grant

James Bundy, Dean, Yale School of Drama, joined the meeting by phone to discuss the Dean's Innovation Fund proposal included in the Board Book. Bundy emphasized his enthusiasm for such a fund, which would give him flexibility to fund and test new ideas for a limited period of time. Bundy believes that a maximum of five years of funding from the Fund is the appropriate length of time to implement and evaluate an initiative, but he emphasized that all programs would not be funded for the full five years and funding could end early if a project doesn't get off the ground or simply won't work. When talking about the importance of the Fund, Bundy described Yale School of Drama's "shared leadership" model, which involves four deans in much of the decision-making. Notwithstanding the shared leadership model Bundy is currently implementing, Robina Board Members urged Bundy to consider the Dean's fund as ultimately a discretionary fund for the dean.

Bundy provided a brief update on the work of the Binger Center for New Theatre, noting three world premieres to be presented this year and the continued importance of the Binger Center's commissions which have pushed other organizations to raise their commissioning fees.

Robina Institute of Criminal Law & Criminal Justice – Update

Kelly Mitchell, Executive Director of the Robina Institute, joined the meeting to provide an update on the Institute, in particular funding to sustain the Institute's work. Kelly distributed a handout on the Research and Policy Agenda of the Institute, indicating that Probation and Parole continue to be a focus of the Institute. The Institute is focused on adding new funders since Robina support has ended. As indicated in the Funding Report included in the Board Book, support has recently been received from the University of Minnesota, Hennepin-University Partnership Collaborative and the Laura and John Arnold Foundation. In addition to seeking funding to support programs, the Institute hopes to raise approximately \$3 million from an organization or an individual to endow core Institute staff of an executive director and support staff. Mitchell views the Charles Koch Foundation and Galaxy Gives as possible funders. Kelly noted that a board of professors help determine the work and direction and flow of the Institute.

Board Members suggested that Mitchell contact the Ford Foundation regarding its interest in the criminal justice system and develop stories about incarcerations that may be of

interest to NPR and other organizations that provide in-depth stories that highlight important statistics.

Legacy Project Discussion

Legacy Project Report and Grants List

Board Members reviewed and discussed the most recent draft of the Legacy Report and made edits to the report for Melinda Marble's consideration, as well as edits to the Grants List and the Foreward.

Hunt will talk with Marble about the change to the Report, make changes to the Grants List and work with Blatz to revise the Foreward.

Foundation Center Agreement

Board Members reviewed the "Legacy Project Contract" with Foundation Center and drafts of blogs prepared by Foundation Center. After a lengthy discussion, the Board decided that the proposed blogs were not the appropriate vehicle to disseminate the learnings described in the Legacy Report. Hunt will discuss this decision with Brad Smith at Foundation Center and seek to identify a better method of dissemination.

Dissemination of Legacy Report

Board Members' preliminary discussion of possible methods to distribute information about the work of the Foundation described in the Board Book focused on a program or gathering at the Minneapolis Club, interaction with trust and estate lawyers or financial advisors, distribution of a hard copy of the report to organizations and interested individuals. The agenda for the November Board Meeting will include time for a follow-up discussion.

Sunsetting Discussion

Sunsetting Timelines

The Board reviewed Sunsetting Timelines outlining activities required for the termination of the Foundation in 2019 and 2020 and considered the pros and cons of each year and the best timing for new grants. After discussion,

A motion made and seconded that the Foundation cease operations in 2020 was approved unanimously, subject to the following:

- In 2019 the Board will identify and approve new major grants, including the timing of grant payments; and
- Payments of previously approved grants will be paid as scheduled.

Since the Board has identified grants to create a "Dean's Innovation Fund" at Yale School of Drama and the University of Minnesota Law School as potential final Robina grants, Board Members considered how best to prepare for a decision about endowment grants in 2019. After discussion,

A motion made and seconded to provide payments now of \$100,000 each to Yale School of Drama and the University of Minnesota Law School to begin

implementation of a Dean's Innovation Fund as described in their respective proposals was approved unanimously.

In order to exercise due diligence, Board Members will visit Robina Grantees in 2019 or 2020 to discuss, among other things, reporting after Robina ceases operations.

Robina Office

Board Members reviewed material in the Board Book describing Robina's current office lease and rental after May 31, 2019, when the current lease expires. In order to reduce the Foundation's operating expenses, the Board directed Hunt and Gilberg to explore moving the Foundation's office to a smaller space now rather than waiting until May 2019.

Archiving Records

After considering information describing archiving at the Minnesota Historical Society, Rockefeller Archive Center and University of Minnesota Libraries,

A motion made and seconded that Robina move forward to begin work with the Minnesota Historical Society to archive Robina records was approved unanimously.

Hunt and Gilberg will contact the Historical Society to begin this process and report to the Board at the November Board Meeting.

The meeting was adjourned at 4:15 pm.

August 29, 2018

Directors present: Susan Berresford, Kathleen Blatz, and Steve Lewis.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Mary Lou White

Call to Order

Blatz called the second day of the annual meeting to order and welcomed Board Members.

Innovation Fund Grant

Board Members welcomed Garry Jenkins, Dean of the University of Minnesota Law School, to discuss the Dean's Innovation Fund Proposal and the current status of the Law School, in particular the Law School's support from the University. Jenkins reported that the Law School welcomed 224 new students this year, a record number. Although the University approved the first year of a three-year plan of support, the Law School is in the bottom quartile of schools receiving support from the University.

Jenkins emphasized the value of “flexible” funding for programs that fall outside of traditional law school funding. Dean Jenkins explained that initial funding from the Dean’s Innovation Fund would be focused in three areas of strategic importance to the Law School: promotion of faculty research and engagement, enhancement of the student experience, and advancement of the Law School’s institutional goals. According to Jenkins, the Fund could fully-fund short-term projects, provide seed funding for new initiatives or be used as matching funds to further institutional priorities. The Law School’s proposal includes illustrative examples of how the Fund might be used, which were developed with input from Law School professors.

New Grants

Innovation Fund Proposals

Board Members continued yesterday’s discussion concerning funding for Dean’s Innovation Funds at Yale School of Drama and the University of Minnesota Law School. As determined yesterday, the Foundation will wire transfer \$100,000 to each of the institutions to launch implementation of a Dean’s Innovation Fund. So that the Board can evaluate the early work of the Fund, the two institutions will be asked to submit a preliminary report next spring describing their initial implementation of the Funds. At that time, the Board will consider:

- Payment of an additional \$100,000 to each institution, assuming Board Members are satisfied with plans for the use of the original funding; and
- Approval of endowment grants of at least \$2 million payable no later than Q4 2020.

Board Members directed Hunt to write a letter to the two deans explaining the funding of the initial \$100,000, the potential for an additional \$100,000 next spring and the Board’s consideration of endowment grants of at least \$2 million, with the caveat that the final decisions and payments will be determined by the Board as it works to wind down the Robina Foundation.

In order to determine timing of grant payments, Hunt and Lewis will ask Sullivan to develop additional exit models using the following assumptions:

- payment of \$200,000 in 2018 (\$100,000 each to Yale and the University);
- payment of \$200,000 in Q3 2019; and
- endowment grants: \$2 million to Yale, plus private equity funds, and \$2.3 million to the University of Minnesota Law School.

Hunt and Lewis will work with Sullivan to develop models illustrating various timing for these payments.

Grantee Reports

Board Members reviewed the annual report for the University of Minnesota Class Agent Fundraising Pilot Program and Allina’s update on LifeCourse. Board Members were particularly impressed with the University of Minnesota Law School’s progress in the implementation of the Class Agent Fundraising Pilot Program.

Governance

Board Member Compensation: Board Members reviewed Berresford's memorandum concerning Board compensation included in the Board Book and considered the work of the Board in FY2019. After review and discussion, Board Members decided to retain the compensation levels previously set in FY2014 based on an estimate of time allocated to work, travel, board meetings, grantee visits and informal consultations, and comparison with the level of compensation of similar sized foundations that compensate trustees.

Election of Treasurer:

A motion made and seconded that Lewis serve as Treasurer of the Robina Foundation for a term of 9/1/18 to 8/31/20 was approved unanimously.

Conflict of Interest Policy

Board Members completed their annual disclosure of conflicts of interest with the operation of Robina Foundation.

Other Business / Executive Session

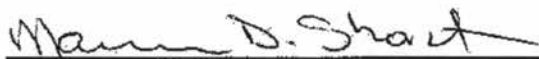
Board Members held a brief executive session to discuss compensation of the Executive Director.

Meeting Dates: Board Members confirmed February 27, 2019, for a call in lieu of a meeting and expressed interest in meeting with Yale Law School, the Council on Foreign Relations and the University of Minnesota Law School in spring 2019.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Marianne Short, Secretary

Nov. 15, 2018

Date

**Robina Foundation
Meeting Minutes
May 15, 2018**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on May 15, 2018, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of February 26 - 28, 2018, Board Meeting

A motion made and seconded to approve the Minutes of the February 26-28, 2018, Board Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book and provided an update on the University of Minnesota Law School's successful use of Robina's "Endowed Scholarship Match Program." Robina's first match has been paid, and David Jensen, Director of Advancement, believes that Robina's match requirement may fully met in 2019. Similarly, Lewis reported that Law School Staff are very enthusiast about the launch of the Class Agent Pilot Program, and Blatz reported that Dean Jenkins highlighted Robina's support of the Law School and the Binger Center for New Americans during recent remarks at the annual meeting of the Minnesota Bar Association.

Treasurer's Report

During the course of Board Members' review of Sullivan's Q1, 2018 Quarterly Financial Report, Lewis noted that the only significant change in Robina's investments since the last report was the creation of the money market account at Vanguard, which will be used when the board approves additional grants. Gilberg reminded Board Members that each quarter she reviews the status of the foundation's bonds and confirms that dividends are paid as anticipated.

Legacy Project Update

Board Members discussed at length the draft Legacy Project Report and Grants List included in the Board Book and made suggestions for changes to the Legacy Project Report and for additions to the Grants List. Hunt agreed to discuss changes to the Legacy Project Report with Melinda Marble. Hunt will provide Board Members with a red-lined

version of the report following her discussion with Marble and will revise the Grants List to include all grants and will send Board Members an updated list for review.

Hunt reported on her conversations with Brad Smith, president of the Foundation Center. Smith proposed that Foundation Center staff begin drafting proposed blog posts this summer even though they may not be disseminated until later. This would require payment of 50% of Foundation Center's fee.

Sunsetting Discussion

During the review of the Sunsetting Timeline, board members expressed interest in having an in-depth discussion of sunseting at the upcoming August board meeting, including archiving options, monitoring grants and roll-out of the Legacy Project Report with the Minnesota philanthropic community. Blatz suggested that the board establish a timeline for the roll-out at the August meeting.

Grant Reports

Board Members noted that this year's annual report for the University of Minnesota Law School's Public Interest Scholars and Bridge Fellowship Programs highlights the importance of the programs for the Law School's recruitment and stature.

Other Business

August 2018 Annual Meeting: Board members stressed the importance of scheduling time with Dean Bundy and Dean Jenkins to discuss "Innovation Grant" proposals and suggested that Dean Jenkins or Kelly Mitchell provide an update on the status and future of the Robina Institute on Criminal Law and Criminal Justice. Hunt urged the board to decide in August whether a February or winter meeting will be needed in 2019. Short noted that she now has a conflict with the proposed February meetings dates, so rescheduling the dates will be necessary.

Adjournment

There being no other business, the meeting was adjourned at 11:35 am.

Respectfully Submitted,


Marianne Short, Secretary

8-28-18
Date

**Robina Foundation Board Meeting
Meeting Minutes
February 28, 2018**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on February 28, 2018, at The Study in New Haven, Connecticut.

February 28, 2017

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, Marianne Short (via phone).

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

JoAnne Curtin of OfficeTeam was present and served as recorder.

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from November 16, 2017, Board Meeting

A motion was made and seconded to approve the Minutes of the November 16, 2017, Board Meeting included in the Board Book. That motion was approved unanimously.

Executive Director's Report

Hunt highlighted several items in her written report in the Board Book, including material from the Foundation Center submitted by Brad Smith and information about the discussion Lewis, Gilberg and Hunt had with CliftonLarsonAllen to determine the level of audit the Foundation should undergo for work in 2017.

Treasurer's Report

Lewis described his exploration of the feasibility of moving approximately \$2 million of Robina Foundation's funds currently held in a money market fund at USBank to Vanguard's Federal Money Market Fund in order to reduce fees. Lewis noted that Mike Sullivan supports this exploration. Following discussion, which included the importance of confirming that the Foundation's agreement with USBank does not preclude this kind of change,

A motion was made and seconded to authorize Lewis, with assistance from Hunt and Gilberg, to continue this exploration and, assuming they determine that this shift is in the best interests of the Foundation, prepare and sign all documents and take all steps required to register an account at Vanguard and transfer funds from USBank to Vanguard to invest in Vanguard's Federal Money Market Fund. That motion was approved unanimously.

Board Members reviewed two documents in the Board Book related to engagement of CliftonLarsonAllen in 2018 to conduct an "agreed-upon procedures" audit and to prepare Robina Foundation's federal Form 990-PF, 990-T and applicable state filings. Following discussion of CliftonLarsonAllen's work and fees,

A motion was made and seconded to approve the two engagement agreements and to authorize Hunt to sign the agreements on behalf of Robina Foundation.

2018 Operating Budget

Board Members reviewed the draft 2018 Operating Budget included in the Board Book. During the review, Lewis reported on his discussion with Mike Sullivan about his fees in 2019 and 2020. Per

Lewis, Sullivan indicated that a reduction of \$5,000 in 2019 and an additional \$5000 in 2020 may be appropriate depending on the level of his work during those years. Since the Foundation's lease for IDS space ends in May 2019, Board Members asked Hunt and Gilberg to explore alternative office space and report to the Board at the August Board Meeting.

A motion was made and seconded to approve the Operating Budget consisting of total operating expenses of \$515,229 included in the Board Book. That motion was unanimously approved.

Legacy Report Update

Board Members discussed the revised draft of Melinda Marble's Legacy Report and a proposal from Foundation Center to promote the report's content through its GrantCraft and IssueLab platforms and social media channels here and abroad to increase visibility and utility and contribute to knowledge about limited-life foundations. Board Members endorsed the Foundation Center proposal and directed Hunt and Gilberg to work on its implementation during 2018. Blatz asked all Board Members to review the draft Legacy Report to assure that it accurately reflects the work of the Foundation, including the importance of Robina's "Principles." The Board directed Hunt to prepare a grants list to be attached to the report along with Robina's Bylaws and Principles.

New Grants: Discussion

Berresford and Blatz reported on meetings with Yale School of Drama (Berresford) and University of Minnesota Law School (Blatz) to discuss options for new grants. Board Members determined that Yale School of Drama's proposal for funding to support the "Center for Arts Leadership and Equity at Yale" was not a good fit for Robina and directed Hunt to notify Dean Bundy of this decision.

Following discussion of several options for new grants at Yale School of Drama and the University of Minnesota Law School, the Board decided to consider establishment of "Innovation Funds" at both schools and directed Hunt to discuss this option with Dean Bundy and Dean Jenkins, emphasizing that neither the level nor timing of the funding has been determined. Hunt will ask the deans to prepare ideas for such a fund for consideration by the Board at the August meeting.

Grantee Reports

Council on Foreign Relations

Board Members noted that the program and endowment report on the James H. Binger Chair in Global Governance, which describes Stewart Patrick's work is considerably shorter than previous reports and asked Hunt to convey to the Council their satisfaction with the shorter form.

Gilder Lehrman Center Annual Report

Board Members reviewed the annual report and discussed yesterday's meeting with the Gilder Lehrman Center. Although Board Members indicated that the discussions of the Working Group on Modern Slavery are interesting and seem to be productive, they expressed concern with the cost and sustainability of the program in Africa.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,


Marianne Short, Secretary

5-15-18

Date

**Robina Foundation
Meeting Minutes
November 16, 2017**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 16, 2017, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Gretchen Pickeral of OfficeTeam was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of August 29-30, 2017, Annual Board Meeting

A motion was made and seconded to approve the Minutes of the August 29-30, 2017, Annual Board Meeting included in the Board Book, with the change to specify that Robina's match of major gift donations for student scholarships at the University of Minnesota Law School will be on a 1:2 basis, rather than a 2:1 basis as stated in the draft minutes. That motion was approved unanimously.

Blatz clarified that reference to Sullivan's recommendation in the "Foundation Finances" section of the Minutes regarding the oversight requirement refers to "oversight of bond transactions and not to private equity funds."

Executive Director's Report

Hunt called the Board's attention to information in the report concerning the October 16 event at Yale Law School which was attended by Berresford, Lewis and Hunt. In addition to meeting with Dean Gerken and attending Jim Silk's inaugural address and dinner, Berresford attended a luncheon meeting at the Gilder Lehrman Center, and Lewis and Hunt met with Patty Pedersen. Blatz reported on the November 1 forum and dinner to launch the Binger Center for New Americans described in the Executive Director's Report and attended by Blatz, Hunt and Gilberg. Blatz reported that the Binger family members who attended the event were pleased with the event and with Robina's support of the Center for New Americans.

Treasurer's Report

Lewis called the Board's attention to the audit documents in the Board Book prepared by CliftonLarsonAllen and described the recent discussion he, Blatz, Hunt and Gilberg had with CLA concerning the audit. Lewis noted CliftonLarsonAllen's recommendation concerning monitoring of the foundation's private equity funds and explained Sullivan's recommendation that Robina rely on USBank's valuation given the value of the funds and the cost of the level of scrutiny described by the auditors. Emphasizing that the audit is

a "clean audit," Lewis explained that the Board's role is to accept the audit, which was approved during the discussion with CLA.

A motion was made and seconded to accept the audit of Robina Foundation's 2016 fiscal year prepared by CliftonLarsonAllen. That motion was approved unanimously by the Board.

Going forward, Lewis suggested that CliftonLarsonAllen prepare "Agreed Upon Procedures" rather than an audit of Robina's finances. Lewis and Hunt will discuss this suggestion with CliftonLarsonAllen.

Legacy Project Update

Board Members discussed Melinda Marble's revised draft of the Legacy Report included in the Board Book. Although Board Members proposed several changes and indicated that they would send additional small changes to Hunt, they agreed that the style, substance and balance of the report all are excellent. Board Members directed Hunt to work with Marble on revisions to the report. Once those are made, Hunt will ask Brad Smith to review the report and will discuss with him topics that could be addressed in short essays and disseminated before the final report on Robina's work.

During the course of the Board's discussion of the Legacy Project, Blatz described questions she was asked in a recent interview with a Star Tribune reporter. Blatz was hesitant to provide details on the amount of funding the Foundation has provided to each Robina Grantee. Board Members agreed that Blatz may or could feel free to provide the current amount of grants, while indicating that Robina's work is not yet complete.

Ideas for Future Grants

At the request of the Board, following the August Board Meeting Hunt contacted Yale School of Drama Dean Bundy and University of Minnesota Law School Dean Jenkins to ask them to provide ideas for smaller grants at Yale School of Drama and the Law School. Both deans submitted ideas, which were discussed by the Board.

Yale School of Drama: Of the two ideas submitted by Dean Bundy (Center for Arts Leadership and Equity at Yale and International Experience for All Yale School of Drama Students), Board Members expressed interest in the first idea, but questioned whether training, as proposed by Dean Bundy, is the best approach to equity issues. Board Members asked Berresford and Hunt to meet with Dean Bundy to learn more about his proposed approach, including how funds would be spent and goals for the project, and to discuss other options or partnerships that could prove to be more promising.

University of Minnesota Law School: Of the five ideas put forth by Dean Jenkins, Board Members expressed most interest in #1: Endowment of Robina Postgraduate Public Interest Fellowships; #4: Creation of a Criminal Justice Excellence Fund; #5: Establishment of a Law School Innovation Fund. Blatz and Hunt will meet with Dean Jenkins to discuss these ideas and learn how they fit with the University's capital campaign and how a match to Robina funding could be structured.

Grantee Reports

Council on Foreign Relations: *Expanded Diversity Initiative*: Hunt noted that the Foundation has received the last required report from CFR and asked Board Members what information they would like going forward. Board Members directed Hunt to request that the Robina Board be informed about how the Council will continue the good outreach that has taken place as part of the Expanded Diversity Initiative.

University of Minnesota Law School: *Scholarship Match Program*: Although funding of this grant is complete, Board Members agreed that the Law School will need to provide reports on the status of the program until the balance of funds remaining (\$92,620) has been used to match scholarship contributions.

University of Minnesota Law School: *Sentencing Enhancements*: Blatz described her meeting with Kelly Mitchell, Executive Director of the Robina Center on Criminal Law and Criminal Justice, concerning the future of the Center's work on sentencing issues. Board Members directed Hunt to ask Mitchell for more information on when the work would end if additional funding is not obtained, as well as the level of funding needed for the next two years, and her plans for continued work with the Center.

University of Minnesota Law School: *Binger Center for New Americans and Binger Professorship in Clinical Law*: Board Members acknowledged the excellent work of the Center and asked Hunt to express their positive appreciation and assessment of the Center to Ben Casper.

Yale University Law School: *Robina Human Rights Fellowship Initiative and Binger Clinical Faculty Chair*: Board Members appreciated the form and substance of the report and expressed interest in learning whether the Law School tracks pro bono human rights work undertaken by graduates now working in law firms.

Yale University School of Drama: *Binger Center for New Theatre*: In anticipation of the Board's visit to Yale in February, Board Members requested additional information on the participants in the external review of the Binger Center for New Theatre.

Future Board Meetings

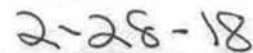
The Board discussed options for meetings in February during the visit to Yale, as well as the meeting dates in 2018 and 2019.

Adjournment

There being no other business, the meeting was adjourned at 12:30 pm

Respectfully Submitted,


Marianne Short, Secretary


Date

**Robina Foundation Annual Meeting
Meeting Minutes
August 29 – August 30, 2017**

The Annual Meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on August 29 – August 30, 2017, at the offices of Faegre Baker Daniels in Minneapolis, MN.

August 29, 2017

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Connor Johnson of Office Team.

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from May 18, 2017, Board Meeting

A motion was made and seconded to approve the Minutes of the May 18, 2017, Board Meeting which was included in the Board Book. That motion was approved unanimously.

Executive Director's Report

Hunt called Board Members attention to information contained in the Executive Director's report, which detailed the use and payment of \$500,000 (from the Foundation's recent \$25 million grant to the University of Minnesota Law School) to be earmarked as matching funds for scholarships.

A motion was made and seconded to establish the following criteria for the payment and use of \$500,000 (from the Foundation's 2016 grant of \$25 million to the University of Minnesota Law School). That motion was unanimously approved by the Board:

- Funds will be used to match major gifts of \$100,000 or more that create a new or are a supplement to an existing endowed scholarship fund;
- Robina will match major gift donations for student scholarships on a 1:2 basis (i.e. Robina will provide a \$50,000 match for a \$100,000 donation); and
- Funds will be transferred over time as the Law School secures commitments for major gift donations.

Hunt also noted the termination of the Foundation's interest in Loring Pasta Bar LLC described in the Executive Director's report and recommended that the Board ratify Hunt's execution of documents prepared by Faegre Baker Daniels to effectuate the termination.

On motion made and seconded the Board unanimously ratified Hunt's execution of a letter dated July 28, 2017, requesting consent of the Board of Governors of Loring Pasta Bar LLC for the Foundation to resign as a member of Loring Pasta Bar LLC and a Release Agreement of the same date which provides mutual releases for all parties to the Agreement.

Legacy Project Discussion

Blatz welcomed guests Melinda Marble, a foundation consultant engaged to prepare a report on the Robina's work, and Brad Smith, President of the Foundation Center, to discuss the results of Marble's interviews related to Robina's "Legacy Project" and possible ways to communicate lessons learned from Robina's specific grants, procedures and guidelines. Board Members expressed interest in a core document, which could provide the base for smaller, issue-focused pieces focused on specific issues such as donor intent, large grant size, opportunity to leverage grants, designated grantees, spend-down procedures, paths from program grants to endowment grants, monitoring, and utilizing a small staff/engaged board with outside consultants as needed. Board Members directed Hunt to enlist Melinda Marble to draft the core report for consideration at the November Board Meeting, with the understanding that the report may not go public, if at all, for several years, although short issue-oriented pieces could be completed and released sooner.

Foundation Finances

Blatz welcomed Robina's investment consultant Mike Sullivan to discuss his Quarterly Report and the performance of Robina's assets, along with future plans. Sullivan stressed that the Foundation's investment strategy provides flexibility in timing and size of future grants, and called attention to the change in benchmarks due to the change in investments and the reduction in fees. He noted that efforts to liquidate the Foundation's three private equity funds were unsuccessful, but that several funds will fully mature in 2018 and 2019. Sullivan emphasized that USbank is not acting as a trustee, but rather as an asset manager, so oversight is required. Lewis will talk with Sullivan about his continued assistance going forward.

Sunsetting Discussion

Sunsetting Timeline: Board Members reviewed and revised the "Sunsetting Timeline" included in the Board Book, and asked Hunt to include the timeline in the Board Books for future meetings. No fixed sunset date was set.

Additional Grants: After a lengthy discussion of a variety of options, Board Members directed Hunt to ask Yale School of Drama Dean Bundy and University of Minnesota Law School Dean Jenkins to provide the Board with their ideas of what they might do with small, additional funding. Hunt will discuss the Board's interest in innovative ideas and will stress that the amount and timing of additional funding is not known and that any funding is not assured. Hunt also will explore programs in the Twin Cities providing legal services in medical clinics.

Monitoring Grants: Board Members discussed several options for the monitoring of endowment grants and agreed that before the end of the Foundation, Endowment Agreements with the University of Minnesota Law School, Yale School of Drama, Yale Law School and the Council on Foreign Relations should be modified to outline future monitoring of the grants.

Luncheon Guests

Blatz welcomed Penny Wheeler, CEO of Allina Health Care, and Paige Bingham, Director of LifeCourse, to join the meeting for an informal discussion of LifeCourse and the current status of efforts to reform health care financing. After expressing their appreciation for Robina Foundation's support of the LifeCourse research, development and implementation, Wheeler and Bingham described the current status of LifeCourse within Allina, as well as its national recognition and outlined Allina's strategies to continue the program after the expenditure of all Robina funds.

August 30, 2017

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Connor Johnson of Office Team.

Call to Order

Blatz called the second day of the Annual Meeting to order and welcomed all Board Members.

Grantee Meeting

Blatz welcomed Kevin Reitz and Richard Frase to the meeting to update the Board on the work of the Robina Institute on Criminal Law and Criminal Justice's Sentencing programs. Reitz and Frase provided details on work on the Model Penal Code, the Sentencing Guidelines Resource Center Repository Project, the Criminal History Project, Parole Release and Revocation Project, and the Probation Revocation Project. They acknowledged that Robina funds will be expended at the end of 2018, but acknowledged that they are not involved in discussions concerning fundraising and aren't aware of the Law School's plans.

Following the departure of Reitz and Frase, Board Members asked Hunt and Blatz to meet with Kelly Mitchell, Executive Director of the Robina Institute, to discuss fundraising needed to continue the Sentencing work and to meet with Dean Jenkins to learn his view of the work of the Institute and its importance for the Law School.

Board Governance

Election of Officers

After discussion,

The Board of Directors unanimously elected Berresford to a three-year term as Vice Chair (9/1/17 – 8/31/20) and Short to a three-year term as Secretary (9/1/17 – 8/31/20).

Election of Directors

After discussion,

The Board of Directors unanimously elected Berresford and Blatz to serve third three-year terms on the Robina Foundation Board of Directors (9/1/17 – 8/31/20).

Conflict of Interest Policy

Board Members completed their annual disclosure of conflicts of interest with the operation of Robina Foundation.

Grant to Honor Peter Karoff

After consideration of several options for a \$25,000 grant to honor Karoff's work as a member of Robina Foundation Board of Directors, the Board unanimously passed the following resolution:

Whereas, in recognition of Peter Karoff's eleven years of outstanding service and leadership on the Robina Foundation Board of Directors; and

Whereas, Peter's dedication and commitment to the goals of the Robina Foundation and his unwavering guidance and inspiration helped to bring to life Jim Binger's vision for the Foundation; and

Whereas, Peter Karoff provided great stewardship to Yale University, in particular to Yale Law School and Yale School of Drama as Lead Director, and assisted the Board in deepening its relationships with all Robina Grantees; and

Whereas, Peter Karoff was a recognized leader in the world of philanthropy whose writings and speeches on philanthropy inspired and challenged current and future leaders;

Therefore, be it resolved that the Board of Directors of Robina Foundation hereby approves a grant of \$25,000 to Yale School of Drama to support the Production Advancement Fund of the Binger Center for New Theatre, which Peter Karoff championed during the creation and implementation of the Binger Center, and which work is aligned with the spirit and vision of Jim Binger as expressed in the Mission Statement of the Robina Foundation.

Grantee Reports

Board Members discussed the three annual reports included in the Board Book. No follow-up action was required.

Meeting Dates

Board Members confirmed 2018 meeting dates and reviewed proposed dates for meetings in 2019.

Other Business / Executive Session

Board Members held a brief executive session to discuss compensation of the Executive Director.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,


Marianne Short, Secretary

11-16-17
Date

**Robina Foundation
Meeting Minutes
May 18, 2017**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on May 18, 2017, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Tyla Wilder of OfficeTeam was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of February 28 – March 1, 2017, Board Meeting

A motion made and seconded to approve the Minutes of the February 28-March 1, 2017, Board Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, including her interviews of potential writers of Robina's "Legacy Project" with Blatz and Berresford, meeting with Dean Jenkins and David Jensen of the University of Minnesota Law School with Lewis, and information from Dean Bundy about the outside review of the Binger Center for New Theatre. Lewis provided an update on his attendance at the recent Council on Foreign Relations Council of Councils' meeting in Washington DC.

Treasurer's Report

The Board's consideration of Sullivan's Q1 Quarterly Financial Report focused on models described in Sullivan's "Optimal Payment and Investing Strategy," which are aimed at increasing the Foundation's rate of return during the next several years. Lewis emphasized that options are limited since the Foundation's assets are relatively small, but that matching the maturity of a portion of the Foundation's assets to the expenditure of Foundation funds could yield a bit more interest. Although Sullivan suggested that no change be made until the end of the year, Board Members supported investing most of the balance of funds in an investment that matures in 2019 or 2020 as soon as feasible. After further discussion of how and when to make the changes included in Sullivan's Model D,

The Board unanimously approved a motion made and seconded to authorize Treasurer Lewis and Executive Director Hunt to work with Sullivan and USbank to implement Model D as soon as feasible and to delegate Lewis and Hunt to act on behalf of the Board to take all steps necessary in the implementation of Model D.

The Board then discussed engagement of CliftonLarsonAllen's to conduct an audit of Robina's year ended December 31, 2016 and to prepare the Foundation's 2016 tax return. Hunt explained Faegre Baker Daniels' view that while an audit is not required in connection with the termination of the Foundation, conduct of an audit is a "best practice" recommended by Faegre. Hunt emphasized the practicality of an audit of 2016 when Robina's grants greatly diminished the Foundation's assets, as opposed to an audit of the last year of the Foundation's operations, with the understanding that CLA would conduct "agreed upon procedures" for the years following

2016. Gilberg pointed out that engagement of CLA to prepare Robina's 2016 tax return will necessitate the termination of the Foundation's agreement with CBIZ to prepare the return. She noted that the CBIZ agreement permits termination upon written notice ten days before the termination date. After further discussion,

The Board unanimously approved a motion providing the following:

- Engagement of CliftonLarsonAllen to conduct an audit of Robina's fiscal year ended December 31, 2016 and prepare the Foundation's 2016 tax return;
- Termination of the Foundation's agreement for the services of CBIZ; and
- Authorization of Hunt to execute all documents in connection with the engagement of CLA and the termination of CBIZ.

Legacy Project Update

Board Members discussed interviews with Melinda Marble as part of the "legacy project" aimed at exploring lessons learned from implementation of Jim Binger's vision for the Robina Foundation and expressed satisfaction with Marble's work to date. Following completion of all interviews, Marble will discuss her preliminary findings with several Board Members before the August Board Meeting and will attend the meeting to outline the "lessons" she believes could provide guidance for others.

Grant Follow-Up: University of Minnesota Law School

Lewis and Hunt updated the Board on their meeting with Dean Jenkins and David Jensen to discuss the use of the \$500,000 balance of Robina's recent \$25 million grant and the Dean's proposal as put forth in his May 2 email included in the Board Book. Following discussion of the Dean's proposal, including the timing of the payment of the \$500,000,

The Board unanimously approved a motion providing the following:

- Use of the \$500,000 balance to create a challenge grant pool for major gifts of \$100,000 or more to support endowed scholarships;
- Payment from time-to-time of \$50,000 in Robina funds when a donor commits to provide a donation of \$100,000 or more to support endowed scholarships at the University of Minnesota Law School as evidenced by a signed letter of intent.

In connection with the Board's approval of the motion, the Board asked Hunt to clarify that the Robina match is only available for gifts of \$100,000 or more that create a new or supplement an existing endowed scholarship fund.

Grant Reports

Board Members reviewed the University of Minnesota Law School's Annual Report on the Public Interest Scholars and Bridge Fellowship Programs, noting in particular the level of funding provided by Robina, the opportunities the programs afford graduates, the synergy between the two programs, and how the programs help law school recruiting.

Other Business

Peter Karoff Memorial

The Board discussed three options for a \$25,000 grant in memory of Peter Karoff, similar to grants made to organizations when Steve Schroeder and Gordy Aamoth rotated off the Robina Board. Although Board Members expressed interest in a grant to support the Karoff Fund for Leadership in Philanthropy, c/o The Boston Foundation, no decision was made. Board Members asked Hunt to find out if the Karoff Fund will be administered as an endowed fund and to draft a resolution for a grant to be considered at the August Board Meeting, with the understanding that

the draft resolution will take into account the nature of the Karoff Fund and the vision and mission of the Robina Foundation as evidenced by Robina's bylaws.

Vice Chair Election

This will be considered at the August Annual Meeting in conjunction with the election of Board Members and other officers

Location of February 2018 Board Meeting

Board Members directed Hunt to move forward to schedule the February 2018 Board Meeting in New Haven, Connecticut at Yale University.

Agenda for August Board Meeting

Board Members agreed with the agenda items listed in the Board Book and discussed attendance by Brad Smith, President of the Foundation Center, at Monday night's dinner and on Tuesday morning during the Board's meeting with Melinda Marble regarding the Legacy Project. Hunt will draft an agenda and circulate it to the Board for comments in advance of the Board Meeting.

Future Board Meetings

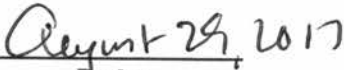
While discussing proposed dates for future meetings and other events, Board Members asked Hunt to obtain details of the November 1, 2017, event for the Binger Center for New Americans so that Blatz can invite Binger family members to attend the event.

Adjournment

There being no other business, the meeting was adjourned at 12:00 pm

Respectfully Submitted,


Susan Berresford, Secretary


Date

**Robina Foundation Board Meeting
Meeting Minutes
February 28 – March 1, 2017**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on February 28, 2017, at the offices of the Council on Foreign Relations and on March 1, 2017, at the Lotos Club in New York City, New York.

February 28, 2017

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, Marianne Short and Peter Karoff (via phone for a portion of the meeting).

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from November 17, 2016, Board Meeting

During the discussion of the draft minutes included in the Board Book, Lewis proposed an amendment to refer to "provosts" rather than "department chairs" in the last paragraph of the section describing the "Grant Follow-Up" discussion of the University of Minnesota Law School Center for New Americans.

A motion made and seconded to approve the Minutes of the November 16, 2016, Board Meeting, as amended, was approved unanimously.

Executive Director's Report

Hunt highlighted several items in her written report in the Board Book and described letters of appreciation the Foundation received from heads of Yale University, the University of Minnesota and the Council on Foreign Relations following Robina's endowment grants to the three Robina Grantees. Blatz described the Center for New Americans Press Conference where she spoke on behalf of Robina. Board Members urged Hunt to stress with James Bundy, Dean of Yale School of Drama, the Board's need to review the charge for the outside review of the Binger Center for New Theatre before the committee is convened in the fall. Board Members also suggested that Bundy consider involvement of Rocco Landesman, Holly Sidford and Karen Brooks Hopkins on the committee.

Treasurer's Report

Lewis discussed Sullivan's Quarterly Report included in the Board Book, focusing in particular on the status of Robina's illiquid assets, which USbank has been unable to sell. For the time being, Robina will retain the assets, but may want to discount the assets to facilitate a sale or gift them to Yale University, the University of Minnesota or the Council on Foreign Relations at the time of Robina's termination.

Board Members discussed plans for an audit of the Foundation for 2016 and directed Hunt and Gilberg to identify an appropriate firm to conduct the audit.

2017 Operating Budget

Board Members reviewed the draft 2017 Operating Budget included in the Board Book. After discussion, Board Members agreed that the budget should be increased by \$20,000 to fund an audit of 2016.

A motion made and seconded to approve an Operating Budget consisting of \$506,365 total operating expenses was unanimously approved.

Annual Reports

LifeCourse

Board Members discussed material provided by Allina, which included the annual report on the operation of LifeCourse, final report on the research study funded by Robina and plans for the use of Robina's final grant of \$1 million. Board Members expressed appreciation for the clarity and readability of the report and acknowledged that no further reports would be required. While the final results of the research are not as remarkable as the Foundation might have hoped, Board Members stressed the importance of Allina's efforts to address late-in-life health care issues and the need for research to identify successful approaches. Board Members directed Hunt to invite Penny Wheeler to join the Board for lunch during the August Board Meeting.

Gilder Lehrman Center

Board Members noted the improved formatting and content of the grant report and asked Hunt to follow up with David Blight and Michelle Zacks on several items: identification of dates of Center programs that might be of interest to Robina Board Members, introduction of David Blight to Steve Elliott, Director and Chief Executive Officer of the Minnesota Historical Society, and possible introduction of Marilyn Carlson Nelson to David Blight.

Grant Follow-Up

University of Minnesota Law School Endowment Grant: \$500,000 Balance

After considering Dean Jenkins' proposal that the \$500,000 balance be used to provide funds to match major gifts that create a new or supplement an existing scholarship, Board Members directed Lewis and Hunt to meet with Dean Jenkins and staff hired to manage the Class Agent initiative to discuss options for the use of the \$500,000 balance and the status of the Class Agent initiative. Lewis and Hunt will report back to the Board at the May meeting.

Karoff joined the meeting by phone.

Sunsetting Discussion

"Legacy Project"

Board Members discussed key aspects of a project to identify "lessons learned" from the operation of Robina Foundation and the implementation of Jim Binger's vision for the Foundation, including:

- Goals for the project;
- Important skills of consultant engaged for the project;
- Possible consultants;
- Identification of interviewees;
- Process and timing of the project;
- Project "product" and dissemination options;
- Interview questions.

Board Members directed Hunt to work with Blatz and Berresford to select a consultant to move the project forward quickly so that the consultant can attend the August Board Meeting to discuss preliminary findings of the interviews.

Remaining Funds

After noting that Sullivan projects foundation assets of approximately \$5 million after payment of current outstanding grant commitments, Board Members discussed several ideas for use of the funds. Further discussion of those ideas and others will occur at the August board meeting.

The meeting was adjourned at 4:30 pm.

March 1, 2017

Directors present: Susan Berresford, Kathleen Blatz, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Call to Order

Blatz called the second day of the meeting to order and welcomed all Board Members.

Sunsetting Discussion

To follow up on sunset-related discussions, Board Members focused on possible timing of the termination of the Foundation and asked Hunt to work with Faegre, Baker Daniels to lay out a scenario that assumes termination at the end of 2021 and includes:

- Timing of actions needed for termination;
- Payout of remaining grant funds by the end of 2018;
- Number of Board Meetings required during the transition years;
- Identification of date for final Board Meeting;
- Ongoing monitoring of endowment grants.

Future Meetings

August Meeting Agenda

Board Members identified several items to be included on the agenda for the August Annual Meeting:

- Lunch with Penny Wheeler;
- Meeting with Kevin Reitz, Richard Frase and Garry Jenkins regarding Robina Institute on Criminal Law and Criminal Justice, in particular the sentencing initiative;
- Time with foundation leaders involved with foundations that are in the process of sunseting and/or have sunsetted;
- Preliminary conversation with consultant working on legacy project;
- Discussion with Sullivan regarding Foundation assets.

February 2018 Meeting

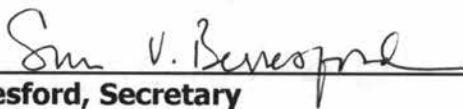
Board Members expressed interest in convening the February 2018 meeting at Yale and asked Hunt to discuss that possibility with Yale.

October 16, 2017 Meeting at Yale Law School: Hunt, Berresford and Lewis plan to attend.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,


Berresford, Secretary

May 19, 2017
Date

Susan

**Robina Foundation
Meeting Minutes
November 17, 2016**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 17, 2016, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Lauren Ries of OfficeTeam was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of August 30-31, 2016 Annual Board Meeting

A motion made and seconded to approve the Minutes of the August 30-31, 2016, Annual Board Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, including information concerning Berresford, Karoff and Hunt's recent meeting with Dean Post, Jim Silk and others at Yale Law School and Berresford and Hunt's meeting with David Blight and Michelle Zack at the Gilder Lehrman Center. Berresford and Karoff appreciated the discussions and reported that the visits were positive. Karoff noted that he will meet with James Bundy at Yale School of Drama in mid-December to discuss human rights themes and possible connections with Yale Law School, as well as plans for the upcoming external review of the Binger Center for New Theatre.

Treasurer's Report

Lewis stressed that Robina's funds have quickly diminished with major grants to the University of Minnesota Law School, Yale Law School and the Council on Foreign Relations as evidenced on Mike Sullivan's "Pro Forma Including New 2016 Grants" included in the Board Book. Hunt mentioned that the pro forma includes assumptions that may be refined by the February Board Meeting. Blatz asked Hunt to follow up with Mike Sullivan to clarify several numbers in his Quarterly Financial Report.

Grant Follow-Up

University of Minnesota Law School: Center for New Americans

Board Members reviewed documents setting forth the terms of the Foundation's \$25 million grant to support the Center for New Americans and the Law School, which Board Members approved by email after the August Board Meeting.

A motion made and seconded to ratify the \$25 million grant to support the following was approved unanimously:

- \$23.5 million to endow the James H. Binger Center for New Americans;
- \$1 million to endow the James H. Binger Professorship in Clinical Law to support a faculty member teaching in the Center for New Americans; and
- \$500,000 to be used by the Law School for scholarship funding and/or a purpose approved by Robina Foundation.

Blatz noted that the Foundation has flexibility to determine the content of reports and the length of the reporting period, both of which will be discussed at upcoming Board meetings. Lewis suggested that ~~department chairs~~ and/or the University's general counsel be notified if a change in the use of Robina funds is contemplated.

Yale University

Yale Law School

Hunt explained that the three documents in the Board Book have been signed memorializing the Foundation's \$13 million grant to Yale Law School (\$10 million to endow human rights programming and \$3 million to endow a clinical faculty chair in human rights) and described Yale Law School's plans to raise an additional \$1 million to support human rights programming as required by the Foundation.

After discussion,

A motion made and seconded to re-confirm a grant of \$3 million to Yale University to endow the *Binger Clinical Faculty Chair in Human Rights at Yale Law School* was approved unanimously.

Gilder Lehrman Center

Berresord and Hunt described their recent visit with David Blight and Michelle Zacks, the new Associate Director of the Gilder Lehrman Center, highlighting the recently prepared chart of activities, the work of the modern slavery task-force, and the Center's increased use of media. Board Members recognized the Foundation's role in expanding and institutionalizing the important work of the Center.

Council on Foreign Relations

Hunt updated the Board on the status of agreements with the Council concerning the two grants previously approved by the Board: \$5 million to endow the James H. Binger Chair in Global Governance and \$1.32 million to endow the Robina Franklin Williams Interns. Hunt explained that the agreement concerning the chair had been finalized, but an issue remained concerning the timing of the addition of Franklin Williams interns funded by the Foundation. After discussion, Board Members directed Lewis and Hunt to discuss this with James Lindsay at the Council with the goal of reaching agreement that six additional interns would be put in place beginning in FY 2018. Lewis and Hunt will follow up and report back to the Board.

Abbott Northwestern / Allina

Board Members had an extended discussion of the Foundation's support of the development and implementation of LifeCourse over the past 5 years, the current status of the initiative and opportunities for the future as described in Allina's proposal for two additional years of funding to support Allina's efforts to impact policy and the health care system. Recognizing that the sunseting of the Foundation requires difficult decisions about the investment of Robina's remaining funds, the uncertainty of future federal policy, and the initiative's need for funding beyond what the Foundation can offer, the Board determined that the better course for the Foundation was to provide a grant for 2017 that permits Allina to determine the best use of the funds to advance the initiative.

Upon motion made and seconded, a motion to provide a \$1 million grant to Allina to use as Allina determines is best to move LifeCourse forward, given its own resources and plans, passed unanimously.

Board Members directed Hunt to ask Allina to include plans for use of the funds in its submission of the final analysis of the research study for consideration at the February Board Meeting.

Grantee Reports

Council on Foreign Relations

Board Members reviewed reports from the Council and Humanity In Action on work during the past year supported by the Foundation's grants to support expanded diversity initiatives in foreign policy, as well as the status of the Council's Organizational Diversity. After discussion, the Board determined that neither organization needs to provide further reports on work supported by these two grants and that in the future the Council will not be required to submit organizational diversity reports.

University of Minnesota Law School

Scholarship Match Program: Annual Report

Board Members noted that to date almost \$1.1 million of the Foundation's \$1.25 million grant has been used to match donations to the Law School. Reports will be required until the remaining \$151,000 is expended to match outside donations.

Robina Institute on Criminal Law & Criminal Justice including Sentencing Enhancements: Annual Report

During the review of the report, Board Members remembered Tom Crosby's role in the development of the sentencing enhancements to focus the Institute's work on sentencing issues and commented on the impressive results of the initiative.

Yale University

Yale School of Drama: Endowment Report

Board Members expressed interest in learning the level of funds transferred to Yale School of Drama for the Binger Center on New Theatre and directed Hunt to inquire further.

Future Board Meetings

While discussing proposed dates for future Board meetings, Board Members identified potential agenda items for the February 2017 meeting to be held in New York City at the Council on Foreign Relations.

Adjournment

There being no other business, the meeting was adjourned at 12:00 pm

Respectfully Submitted,


Susan Berresford, Secretary

3/2/17

Date

**Robina Foundation Annual Meeting
Meeting Minutes
August 30 – 31, 2016**

The annual meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on August 30 and 31, 2016, at the offices of Faegre Baker Daniels in Minneapolis, MN.

August 30, 2016

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Marianne Short and Steve Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Rachel Ryder of Office Team.

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from May 17, 2016, Board Meeting

A motion made and seconded to approve the Minutes of the May 17, 2016, Board Meeting included in the Board Book was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in her written report in the Board Book, including conversations she, Karoff, and Berresford had with a writer concerning capturing the Foundation's history and "lessons learned," and asked Blatz to summarize a meeting held with the new dean of the University of Minnesota Law School, Garry Jenkins.

Grantee Meeting / Report – Allina Health

Blatz welcomed Penny Wheeler, CEO of Allina Health, Paige Bingham, Director of LifeCourse, and Heather Britt, Division of Applied Research, to the meeting to discuss the status of LifeCourse and plans for the future. Wheeler focused on four keys to Allina's implementation of LifeCourse:

- Early, promising results of clinical study that wraps up on December 31: all the trends are moving in the right direction;
- Successful expansion of LifeCourse to 8 Allina sites and 2 community sites, including NorthPoint, a federally qualified site in North Minneapolis;
- Information learned from experts and payers;
- Importance of outside help from Robina for three years to bridge the gap until Allina will have a medicare advantage plan to provide public support based on value rather than fee for service. Allina is willing to match a commitment from Robina.

Britt emphasized utilization, quality of life, experience and total cost of care data, including savings estimated at \$949 per month for patients involved in LifeCourse versus those in the control group.

While Board Members acknowledged that end-of-life is a major social concern, they questioned whether CMS will pay for this type of system and how LifeCourse will be self-sustainable without outside funders. Board Members encouraged Allina to seek other outside funders who may be willing to support aspects of the initiative.

Foundation Finances

Blatz welcomed guests Jon Gennaro and Ben Webster from USbank and Robina's investment consultant Mike Sullivan to discuss the performance of Robina's assets and plans for the future. Gennaro and Webster described the previous year as a year of transition when the Foundation reduced the risk of its assets by selling most equities and began exiting illiquid assets. Remaining risk is in hedge funds and private equities, but in six months the Foundation will be out of most of those funds. Overall performance is ahead of the benchmark.

Following Gennaro and Webster's departure, the Board and Sullivan discussed funding scenarios prepared by Sullivan which focus on the timing of grant payments to the University of Minnesota Law School, Yale Law School and the Council on Foreign Relations. Sullivan explained the assumptions underlying the scenarios and the impact of the timing of grant payments, emphasizing that earlier funding would benefit both the Foundation and the Robina Grantees since Robina Grantees can invest funds to achieve a higher return on the investment.

Grantee Meeting/Report – University of Minnesota Law School

Blatz welcomed Dean Garry Jenkins of the University of Minnesota Law School and Ben Casper, head of the Center for New Americans. Jenkins, who began his tenure as dean less than a month ago, discussed the importance of the Center as a new model in experiential education combining theory, policy and practice. The Center's partnerships with nonprofits and law firms provide a unique connection with the community.

Jenkins discussed the challenges facing the Law School: fewer applications, competition among law schools, and a tight job market. Jenkins is optimistic that demand will increase in the next 10 to 15 years to provide an equilibrium between the number of law graduates and job opportunities and that the Law School's provision of real world policy and practice through programs like the Center will attract high quality students. Jenkins and Board Members agreed that highlighting the leadership training provided by law has the potential to benefit the Law School.

Casper highlighted the significant achievements of the Center in its third year of operation, the first year that students have completed a full three years of work with the Center. Both Jenkins and Casper stressed the value of an endowment grant to sustain the Center in the future.

Grantmaking Discussion

After Board Members reviewed the Foundation's Guidelines for the Final Phase of Robina Grantmaking and discussed the importance of determining a workable method to monitor grants after the Foundation has sunsetted, Board Members conducted an in-depth discussion of the current status of major grants to each Robina Grantee to prepare to make decisions tomorrow about funding.

The meeting was adjourned at 4:45 pm.

August 31, 2016

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Steve Schroeder and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Rachel Ryder of Office Team.

Call to Order

Blatz called the second day of the annual meeting to order and welcomed all Board Members.

Grantmaking Discussion

During the course of a lengthy discussion of each Robina Grantee and future grants, Board Members approved the following grants and identified messages to be delivered to the Council on Foreign Relations concerning previously approved grants to support the Chair in Global Governance and Franklin Williams Interns and to Allina regarding LifeCourse.

A motion made and seconded to provide a grant of \$24 million to the University of Minnesota Law School to support the Center for New Americans, subject to negotiation of an agreement which will include funding for scholarships or a chair was approved unanimously.

A motion made and seconded to provide a grant of \$10 million to Yale Law School to endow the Robina Human Rights Fellowship Initiative, subject to Yale Law School's commitment to provide an additional \$1 million in endowment funding by December 31, 2018.

Blatz agreed to talk with Noa Saryk about adding the Binger name to the chairs at the University of Minnesota Law School, Yale Law School and the Council on Foreign Relations and also the Center for New Americans.

Board Governance Discussion

Director Job Description: The revised Job Description in the Board Book was approved with the inclusion of the following language describing Board Members' responsibilities:

"Hire, support, and evaluate Robina Executive Director"

"Review and approve audit"

"Meet with grantees and listen to their priorities"

Board Members discussed the possibility of two audits: an audit of the Foundation to confirm adherence to applicable laws and a financial audit before the Foundation sunsets, perhaps in 2017 after the finalization of major grants.

Lead Directors: Board Members agreed that current lead director assignments should be retained for the coming year.

Action

Election of Officers

After discussion,

The Board of Directors unanimously elected Blatz to a one-year term as Chair (9/1/16 – 8/31/17) and Karoff to a one-year term as Vice Chair (9/1/16 – 8/31/17).

Election of Directors

After discussion,

Without dissent, the Board of Directors elected Short and Lewis to serve second three-year terms (9/1/16 – 8/31/19).

Board Members discussed and signed the Foundation's Conflict of Interest Policy.

Grant Reports

Council on Foreign Relations

Board Members reviewed CFR's eighth annual report highlighting work during the past year, noting that the Foundation has made its last payment, bringing the total support for *International Institutions and Global Governance* to approximately \$18 million.

Yale School of Drama

Board Members' discussion focused on the upcoming external review of the *Binger Center for New Theatre* and the Foundation's involvement in plans for the review. Hunt and Karoff will follow up with Dean Bundy to discuss the Foundation's role in reviewing potential participants in the review, development of the charge to the committee and the process for the review. Karoff will also discuss possible links with Yale Law School's Juncture program and with the work of the Gilder Lehrman Center.

Yale University – Gilder Lehrman Center

During a discussion of the Center's six-month report, Board Members recommended that Berresford, Karoff and Hunt visit the Center to talk about appropriate deliverables for the Center's work and to meet the new Associate Director, Michelle Zacks. Blatz noted that the Minnesota Historical Society could be an excellent forum for the work of the Gilder Lehrman Center and suggested that we encourage a joint effort.

Other Business

Board Members discussed issues related to sunseting and archiving the Foundation's work and asked that this be an agenda item for the November or February Board Meeting.

At the end of the meeting, Blatz asked Aamoth and Schroeder to step out of the meeting room. Board Members then discussed appropriate recognition of Aamoth and Schroeder's twelve years of service on the Robina Board.

The following motion was unanimously approved:

Whereas, in recognition of Gordy Aamoth and Steve Schroeder's twelve years of outstanding service and leadership on the Robina Foundation Board of Directors; and,

Whereas, their individual and collective contributions to the Robina Foundation helped to bring to life Jim Binger's vision for the Foundation; and

Whereas, both Gordy Aamoth and Steve Schroeder provided great stewardship to the Council on Foreign Relations and Allina, respectively, as Lead Directors and assisted the Board in deepening its relationships with all grantees;

Therefore, be it resolved that Gordy Aamoth and Steve Schroeder may each make a grant in the amount of \$25,000 to a charity of his choice that is aligned with the spirit and vision of Jim Binger as expressed in the Mission Statement of the Robina Foundation.

When Aamoth and Schroeder returned to the meeting, Blatz read the resolution and she and other Board Members thanked Aamoth and Schroeder for their service on the Board and their commitment to the Foundation's mission.

Executive Session

Board Members held a brief executive session to discuss compensation of the Executive Director.

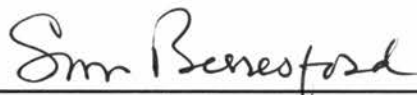
February Meeting

Board Members expressed interest in conducting the February meeting in New York City at the offices of the Council on Foreign Relations, perhaps in conjunction with an event recognition of the Foundation's support of the Council at 100 Campaign. Hunt will explore that option.

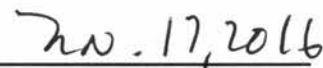
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation
Meeting Minutes
May 17, 2016**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on May 17, 2016, via conference call.

Directors present: Gordy Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Natalie Turner of OfficeTeam was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of February 23-24, 2016 Board Meeting

A motion made and seconded to approve the Minutes of the February 23-24, 2016 meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, including her participation in the Center for Effective Philanthropy's survey on Limited Life Foundations and the opportunity for Board Members to participate in US Bank's market and economic update teleconferences.

Treasurer's Report

Foundation Portfolio

After noting that markets fluctuate, Lewis reminded Board Members that we have a plan in place to remove illiquid assets from the Foundation's portfolio and emphasized that if the Board makes major commitments, we will need to reduce our risk assets to assure that funds to meet commitments are protected.

Loring Pasta Bar LLC

Board Members discussed Faegre Baker Daniels' memorandum regarding Robina Foundation's interest in Loring Pasta Bar LLC included in the Board Book. All Board Members agreed that the Foundation should terminate its interest in the simplest, most cost effective, fiscally responsible manner. Blatz and Hunt will meet with principals of Loring Pasta Bar LLC and propose action at a future board meeting.

Future Grantmaking

Alternative Robina Grant Models

Mike Sullivan joined the meeting to discuss the "Alternative Robina Grant Models" included in the Board Book. Sullivan emphasized that these models are designed to give Board Members an idea of the impact of future grantmaking. The key difference between

the two models is the timing of the grant payments, which are delayed in Model B to provide more time to divest illiquid securities. Sullivan suggested pacing grant payments so that we can withdraw from illiquid investments in a measured way over two or three years without taking deep discounts. Board Members agreed that these models help clarify the Foundation's current situation and options for the future and look forward to further discussion at the August meeting.

Council on Foreign Relations: *The Council at 100 Campaign*

Board Members reaffirmed plans to provide \$1.3 million in 2016 to endow six Franklin Williams' Fellows, but stressed that funding for the initiative is finite. Board Members asked Hunt to assure that the six Fellows funded through the Foundation grant will be added to those previously supported by CFR.

Board Members discussed the timing of payments of the previously approved grant of \$5 million to endow a chair in International Institutions Global Governance. Plans call for three equal payments beginning in 2016, with the creation of the chair to occur at the time of the first payment. Board Members declined to provide additional funding to cover the possible "gap" in available funds identified by CFR. No decision was made on possible naming of the chair. Board Members discussed the timing of an event to announce the chair and indicated that winter 2017 may be good timing.

Yale Law School

Board Members continued previous discussions of two potential grants to Yale Law School: \$3 million to fund a chair in xxx, and \$10 million to endow Human Rights programming funded since 2008 by annual grants. Board Members discussed several aspects of the potential grants:

- Full funding of the chair should take place in 2016.
- Board Members asked that Yale explain how support for the chair provides "budget relief" in the Human Rights programming budget.
- Yale Law School's proposal that a \$5 million grant from a private foundation to support COAP funds for law students working in human rights fulfills the Foundation's requirement of a match to access Robina's \$10 million endowment grant.
- No decision was reached regarding additional funding to cover any "gap" in available funds caused by the timing of Robina's payments.

University of Minnesota Law School

Blatz described the meeting she and Hunt had with University of Minnesota President Eric Kaler and Dean Wippman to discuss Robina's support of the Law School and the status of the Center for New Americans. Blatz and Hunt agreed to meet with Garry Jenkins, the new Law School Dean, prior to the August meeting when Jenkins will meet with the full Board. With respect to the Law School's request for endowment funding to support the Center for New Americans, Board Members recognized the importance of keeping the leadership team in place and the possibility that "gap" funding may be needed. Board Members expressed interest in providing an incentive for the Law School or the University of Minnesota Foundation to find other donors to support the Center. At the appropriate time, a meeting with the University of Minnesota Foundation should take place to discuss this.

In connection with endowment grants to the Council on Foreign Relations, Yale Law School and the Center for New Americans at the University of Minnesota Law School, Board Members discussed the pros and cons of naming programs after Jim Binger or the Robina Foundation. This discussion will be on the agenda at the August Board Meeting.

Other Business

Board Members discussed potential agenda items for the upcoming Annual Meeting in late August.

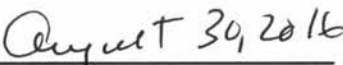
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation Board Meeting
Meeting Minutes
February 23-24, 2016**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on February 23 – 24, 2016, at the Marines' Memorial Club & Hotel in San Francisco, California.

February 23, 2016

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis (by phone), Marianne Short and Steve Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Marina Weiner of Office Team.

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from November 19, 2015, Board Meeting

A motion made and seconded to approve the Minutes of the November 19, 2015, Board Meeting included in the Board Book was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in her written report in the Board Book, including information on Berresford, Karoff and Hunt's in-person meetings at Yale University on January 29. Board Members discussed the need to estimate the cost of operating the Foundation until the final sunset and the importance of archiving or otherwise curating the knowledge Robina has built over time and agreed to begin consideration of these items at the 2016 annual meeting in August.

Robina Grantmaking

Board Members spent the balance of the morning and time after the session with the guest speaker reviewing the current status of the Foundation's grantmaking and the programs of each of the Robina Grantees to prepare for later discussions to determine how to proceed with each of the grantees.

Guest Speaker

Blatz introduced Karen Musalo, Professor of Law and Director, Center for Gender & Refugee Studies, UC Hastings College of Law, who joined the Board to discuss immigration issues, particularly as they relate to the work of the University of Minnesota Law School's Center for New Americans. Musalo's talk, *The Broken Promise of Refugee Protection*, traced the United States' treatment of refugees and legislation and court cases aimed at defining refugees and establishing protocols for the treatment of refugees. Musalo explained how the work of the Center for New Americans fits into the work of other organizations and the difficulty of effecting change in the bureaucracies of the Department of Justice and the Department of Homeland Security. According to Musalo, race has become more of an issue in immigration because most refugees in the United States are coming from the global south. She emphasized that key to addressing immigration issues is recognition of the root cause of immigration.

February 24, 2016

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis (by phone), Steve Schroeder and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Marina Weiner of Office Team.

Call to Order

Blatz called the second day of the meeting to order and welcomed all Board Members.

Treasurer's Report

Lewis led the Board Members' discussion of Mike Sullivan's 4th Quarter Financial Report, which focused on:

- the balance of risk assets versus fixed income assets in the Foundation's portfolio as we approach the Foundation's sunset;
- the current volatility of the market;
- Sullivan's role vis-à-vis the work of USbank;
- the advisability of changing asset managers to an organization focused on foundations;
- participation in USbank's call-in conversations about the economy and markets; and
- the need to allocate funds to close down the Foundation.

Hunt mentioned Sullivan's suggestion that the Board authorize the Foundation's Treasurer to sign documents on behalf of the Foundation in addition to the Board Chair and Vice Chair to provide more flexibility in the execution of documents. Following discussion,

A motion made and seconded to authorize the Robina Foundation Treasurer to execute documents on behalf of the Foundation was approved unanimously.

2016 Operating Budget

Board Members reviewed the draft 2016 Operating Budget included in the Board Book. Board Members noted that the Foundation's administrative fees are very low and asked Hunt to calculate the administrative fees, exclusive of USbank fees, as a percentage of the Foundation's payout. Following discussion of the draft 2016 Operating Budget,

A motion made and seconded to approve the Foundation's 2016 Operating Budget included in the Board Book was approved unanimously.

Foundation Grantmaking

To follow up on the previous day's discussion of the programs of each of the four Robina Grantees, Board Members discussed their views of the options, key messages to be delivered to each of the grantees, and the possible timing for consideration of funding of additional major grants. Hunt agreed to circulate a draft of key messages for review by Board Members and to contact each Robina Grantee to discuss the messages.

Board Members also considered requests for funding. After discussion of each of the requests,

A motion made and seconded to approve up to \$3.3 million to support Allina Health's 2016 implementation of LifeCourse was approved unanimously, with \$2.5 million to be paid now and payment of the balance of up to \$800,000 to be determined at the November Board

Meeting based on information from Allina, including research data to date, an estimate of funds remaining at the end of 2016, plans and budget for funds to evaluate and analyze research data, and a detailed budget and work plan for 2017.

A motion made and seconded to provide funding of \$6.32 million to the Council on Foreign Relations to support the following initiatives of "The Council at 100 Campaign" was approved unanimously:

- Establishment of an Endowed Chair in Global Governance: \$5 million payable over three years, with timing of the initial payment to be determined;
- Endowment of up to Six Additional Franklin Williams Interns: \$1.32 million payable in 2016 subject to the Council's agreement that these Franklin Williams Interns will augment rather than replace interns previously funded by CFR.

A motion made and seconded to approve a grant of \$450,000 payable over five years beginning in the summer of 2016 to support the University of Minnesota Law School's Class Agent Fundraising Pilot Program as described in the University's proposal dated February 8, 2016, was approved unanimously, with the understanding that Lewis would work with the Law School to tighten the proposal and that the program would be evaluated after the third year of implementation to determine support for years four and five.

A motion made and seconded to approve a grant of \$1 million to support the Robina Human Rights Fellowship Initiative at Yale University Law School was approved unanimously.

Meeting Dates

Gilberg reminded Board Members to schedule upcoming Board Meetings on their calendars.

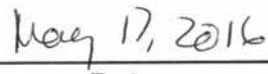
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation
Meeting Minutes
November 19, 2015**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 19, 2015, at the Minneapolis Club in Minneapolis, Minnesota.

Directors present: Gordy Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Marianne Short and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Nancy Gilberg served as recorder from 8:30 a.m. to 12:00 p.m.; Vera Otieno of OfficeTeam served as recorder from 12:00 p.m. to the end of the meeting.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of September 1-2, 2015 Annual Meeting

A motion made and seconded to approve the Minutes of the September 1-2, 2015 Annual Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt highlighted several items included in the Executive Director's Report in the Board Book, and Steve Lewis described his meeting with University of Minnesota Law School Dean David Wippman, the Law School's director of alumni relations and several University of Minnesota Foundation staff members to discuss capacity building support Robina might provide to jumpstart Law School plans to expand fundraising, in particular fundraising run and overseen by volunteers.

Treasurer's Report

In connection with Board Members' review of Mike Sullivan's Q3 Quarterly Financial Report, Lewis, Board Treasurer, discussed work related to the Foundation's illiquid assets. The approach being used is to let illiquid assets run their course, but to take advantage of options to liquidate when they arise. The goal is for a totally liquid portfolio in three to four years. Following a discussion of two options with respect to liquidity of the Foundation's interest in Marathon Credit Opportunity Fund, Ltd.

A motion made and seconded to choose Marathon Credit Opportunity Fund's Option #2: Redemption from the Fund and to authorize Foundation Treasurer Steve Lewis to sign all documents to exercise this option on behalf of the Foundation was approved unanimously by the Board.

University of Minnesota Law School

Dean David Wippman, Kevin Reitz, Kelly Mitchell and Amanda Furst joined Board Members to update the Board on programs funded by the Foundation.

Robina Institute on Criminal Law and Criminal Justice: Kevin Reitz and Kelly Mitchell discussed the Institute's report included in the Board Book, in particular concerning the implementation of the four SLP Enhancement Projects. Reitz acknowledged that the projects are even more promising now than when they were proposed. Reitz cited excellent new staff members, agreement on key initiatives, enthusiastic response of state officials, passion and enthusiasm of

staff, hard work, the Institute's flexible approach to working with individual states, and the current national debate about incarceration.

Board Members suggested other funders who might be interested in this work in connection with a discussion of strategies to sustain the work after completion of Robina funding.

Following the discussion, the Board approved payment of the final two years of the five year grant: \$896,097 payable in 2016 and \$922,980 payable in 2017 with payments to be made in accordance with the timing of previous payments for the enhancements.

Dean Wippman and Amanda Furst discussed the Law School's proposals for funding to support the Public Interest Scholars Program and the Bridge Fellowship Program. Furst emphasized that these programs are key to providing student access to the Law School.

After the departure of Dean Wippman and other guests, the Board approved the grant requests as follows, noting that this would be the last funding for these initiatives:

Public Interest Scholars Program: Robina will provide a grant of \$3,956,752 payable over five years: Year 1, FY 2017: \$270,000; Year 2, FY 2018: \$726,688; Year 3, FY 2019: \$1,074,188; Year 4, FY 2020: \$1,076,688; Year 5, FY 2021: \$809,188.

Bridge Fellowship Program: Robina will provide a grant of \$750,000 payable over five years: Year 1, FY 2017: \$150,000; Year 2, FY 2018: \$150,000; Year 3, FY 2019: \$150,000; Year 4, FY 2020: \$150,000; Year 5, FY 2021: \$150,000.

Board Members also agree to provide up to \$300,000 over three years to support Dean Wippman's efforts to expand Law School fundraising, subject to receipt of a plan for the use of the funds.

Center for New Americans

Board Members discussed the Center for New Americans, in particular concerns about the U's ability to retain key Center staff without assurance of additional funding. Board Members directed Hunt to convey to Dean Wippman that signs are positive for Robina's continuing commitment and to request information concerning options to sustain the initiative for consideration at the February board meeting in anticipation of consideration of a proposal at the August board meeting.

Council on Foreign Relations

CFR Diversity Initiatives

Board Members discussed material, including budgets, outlining CFR's use of the final year of funding under Robina's two diversity grants: Grant #1: *Expanded Diversity Initiative in Foreign Policy* and Grant #2: *Expanded Diversity Initiative in Foreign Policy Additional Activities*. Board Members agreed to provide the following payments:

Grant #1: \$157,889

Grant #2: \$141,263

The Board declined funding new activities proposed by CFR.

The Council at 100 Campaign

Board Members expressed interest in identifying options for Robina support of CFR's capital campaign and directed Hunt to work with CFR to develop material for consideration at the February Board Meeting.

Yale University

Yale School of Drama

Board Members discussed the importance of identifying key questions to be addressed in Yale School of Drama's annual report to the Foundation and agreed to develop questions at the February Board Meeting.

Yale Law School

During consideration of Yale Law School's proposal describing fundraising for a matching grant from the Foundation to endow the Human Rights Initiative, Board Members expressed surprise at the scope of people YLS would approach for funding. It was agreed that an in-person meeting with Dean Post would help move the discussion forward. Karoff, Berresford and Hunt will try to schedule a meeting before the February Board Meeting. In connection with that meeting, YLS will be asked to provide information on fundraising during the last five years.

Gilder Lehrman Center

Board Members reviewed two proposals for funding to support the work of Professor David Blight at the Gilder Lehrman Center for the Study of Slavery, Resistance, and Abolition. Following the discussion,

A motion made and seconded to provide a four-year grant totaling \$1,424,709 to support new programs at the Gilder Lehrman Center as well as the expansion of existing programs was unanimously approved by the Board, with payments beginning in 2016 as follows: Year 1: \$393,180; Year 2: \$486,012; Year 3: \$382,042; Year 4: \$173,475.

In connection with the Robina grant, Board Members directed Hunt to ask the Gilder Lehrman Center to provide the following:

- A more robust description of the possible impact of the Center's work, to include consideration of how the Center's various programs fit into the whole, what success would look like and how the Center evaluates its work;
- Yearly detailed, clear "deliverables";
- Information on the Center's use of videos to capture important meetings and make them available to a wider audience;
- Information on how the Center currently deals with human trafficking and whether future plans include a focus on this modern-day form of slavery.

Berresford, Karoff and Hunt's Yale visit will include discussions with Professor Blight.

Abbott Northwestern Hospital / Allina Health

Penny Wheeler, CEO of Allina Health, Paige Bingham, Director of LifeCourse, Heather Britt, Director, Division of Applied Research, joined the meeting to update the Board on LifeCourse and discuss future plans. During the presentation, Wheeler, Bingham and Britt emphasized the positive results of LifeCourse to date:

- Increase in use of hospice care;
- Decrease in emergency room visits;
- Decrease in number of days in the hospital;
- Increase in conversations about advanced care planning;
- Improved quality of life of participants;
- Key communication role played by Care Guides;
- Allina's commitment to provide \$1.5 million to fund the rollout of LifeCourse in 8 clinics.

In addition to completion of research during 2016, work in the following four areas is critical: 1) integration of LifeCourse within eight Allina clinics; 2) development of value based ~~of~~ payment model; 3) access to LifeCourse programming through work in North Minneapolis; 4) outreach to

inform local and national leaders about the initiative. Wheeler emphasized that although LifeCourse involves a new model of care, response from physicians in clinics has been very positive.

Board Members' follow-up discussion of LifeCourse focused on the following:

- The significant support Robina has provided to date and Allina's hope for significant additional support;
- Potential ultimate goal of developing a new business model for Allina;
- Level of support to be provided by Allina;
- Potential of support from other funders;
- Future of Accountable Care Organizations and reimbursement based on value rather than procedures.

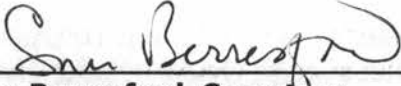
Robina Grantmaking Next Steps

Board Members discussed follow up with each of the Robina Grantees to provide material for review at the February board meeting. Although Board Members do not anticipate making funding decisions before August, several Board Members recognized that we are rapidly expending Foundation assets, so that consideration of possible funding scenarios as well as the transformational nature of the various initiatives will be timely.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary

Feb 23, 2016

Date

**Robina Foundation Annual Meeting
Meeting Minutes
September 1 - 2, 2015**

The annual meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on September 1 and 2, 2015, at the offices of Faegre Baker Daniels in Minneapolis, MN.

September 1, 2015

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Marianne Short and Steve Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant

Recorder: Jeremy Hansen of Office Team

Call to Order and Welcome

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes from May 12, 2015, Board Meeting

A motion made and seconded to approve the Minutes of the May 12, 2015, Board Meeting included in the Board Book was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in her written report in the Board Book, including information about the *LifeCourse* event attended by Lewis and Hunt, Dean Wippman's update on the Mellouli case, various evaluations scheduled by the Foundation and progress in efforts to sell the condominium at 301 Clifton in Minneapolis.

Foundation Finances

Blatz welcomed guests Jerry Anderson, Jon Gennaro and Ben Webster from US Bank and Robina's investment consultant Mike Sullivan to discuss the performance of Robina's assets and plans for the future.

USbank representatives and Sullivan emphasized the importance of reducing the volatility of Foundation assets and removing illiquid assets from the portfolio as the Foundation moves toward sunset. During the next several years, the goal is a disciplined approach involving reduction in market risk securities and hedge funds and increasing fixed income securities, so that within several years of the Foundation's sunset, the portfolio would consist of all fixed income assets and cash. Sullivan stressed the importance of 1-2 year notice for large grants to enable thoughtful sale of securities to fund grants.

Sullivan raised the question of the appropriate classification of fixed income hedge funds. Board Members agreed that Sullivan should work to make a decision concerning the classification of fixed income hedge funds and that he and Lewis should work with USbank to determine what to do with hedge funds with the goal of resolving questions in the next several quarters.

After a discussion concerning the revised Investment Policy Statement included in the Board Book,

A motion made and seconded to approve the Robina Foundation Investment Policy Statement dated August 4, 2015, included in the Board Book was approved unanimously.

Board Members discussed the timing of formal audits of the Foundation and agreed that an audit should take place after the closing on the sale of the 301 Clifton condominium.

Grantee Reports

Council on Foreign Relations: *IIGG* Annual Report

Board Members reviewed the report on the eighth year of the *IIGG* funded by the Foundation. Board Members expressed interest in more detail about the Council of Councils, which is a key initiative of *IIGG*: Who "owns" and is driving the Council of Councils? How involved are the councils representing each of the countries? Which countries' councils are the most active? How is the agenda set? What are the goals and overall strategies of the initiative? Hunt will work with Stewart Patrick to assure that this information is included in next year's report.

University of Minnesota Law School: *Center for New Americans*

Board Members discussed the significant, impressive accomplishments of the *Center* during the first two years of operation both within the Law School and in the community, noting, in particular, the *Center's* crucial partnerships with local law firms and active collaboration with non-profit organizations involved in immigration issues.

Yale School of Drama: *Binger Center for New Theatre*

Following review of this year's report, Board Members asked Hunt to request additional information next year, including:

- A recap of plays commissioned and produced by Yale and elsewhere;
- Yale's process to evaluate the success of commissions;
- More complete text of play reviews;
- Dean Bundy's status at Yale School of Drama;
- YSD response to *Human Rights Initiative* of Yale Law School.

Council on Foreign Relations: *Expanded Diversity Initiative*

Dassin Evaluation / Humanity in Action Funding Request

Board Members reviewed Joan Dassin's evaluation of activities supported by the Foundation's two grants to the Council on Foreign Relations to support CFR initiatives and those of Humanity in Action aimed at increasing the diversity of people involved in careers in foreign policy and international relations. After discussion concerning the genesis of the two grants and the issues posed when two different organizations conduct joint programs, Board Members considered Humanity in Action's request for a final year of funding to support *HIA's Undergraduate Fellowship Program* and the *Graduate Diplomacy and Diversity Fellowship Program*.

A motion made and seconded to approve payment to HIA of \$247,878 for the *Undergraduate Fellowship Program* and \$600,720 for the *Graduate Diplomacy and Diversity Fellowship Program* was unanimously approved by the Board of Directors.

In connection with Robina support for the two programs, Board Members asked Hunt to remind HIA that the Robina Foundation funded these programs to provide educational and professional opportunities for members of U.S. minority groups to pursue and advance in careers in foreign policy and international relations and to ask HIA to continue that focus, notwithstanding that CFR will not be involved with HIA in 2016. Hunt was also directed to learn how HIA plans to provide the career-building workshops and activities previously provided by CFR and to request that HIA's

screening of candidates for the *Diplomacy and Diversity Program* include probing to determine candidates' interest in careers in foreign relations to ensure that most of the participants' interests reflect the intent of the Foundation's funding.

Grantmaking Discussion

After Blatz called Board Members' attention to the Listening Tour Book containing all material related to the Robina Board's year-long Listening Tour and read the Foundation's Guiding Principles which informed meetings with Robina Grantees, each Board Member discussed the pros and cons of the various opportunities for future grantmaking identified by Robina Grantees. An extensive discussion of the initiatives continued until the meeting adjourned at 4:30 p.m. with the understanding that key agreements, next steps and messages will be summarized during day 2 of the annual meeting.

September 2, 2015

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Steve Schroeder and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Jeremy Hansen of Office Team.

Call to Order

Blatz called the second day of the annual meeting to order and welcomed all Board Members.

Continuation of Grantmaking Discussion

Board Members reviewed yesterday's discussion of the Foundation's grantmaking and asked Hunt to contact each Robina Grantee to discuss the results of the Listening Tour, including the Board's decision to move forward with funding to support the *Gilder Lehrman Center* at Yale University. It was agreed that the November 19th Board meeting would be an in-person meeting in Minneapolis preceded by a dinner on November 18. The agenda will include meetings with the University of Minnesota Law School and Allina.

Board Governance Discussion

Job Description: During a review of the current job description for Robina Board Members, it was suggested that language be added to reference Board Members' responsibility to assure that the Foundation operates consistent with the founder's intent and in accordance with all applicable laws and regulations. Hunt will draft appropriate language for Board approval.

Lead Directors: Board Members agreed that current lead director assignments should be retained for the coming year.

Action

Election of Officers

After discussion,

The Board of Directors unanimously elected Steve Schroeder to a one-year term as Vice Chair (9/1/15 – 8/31/16), Steve Lewis to a three-year term as Treasurer (9/1/15 – 8/31/18) and Susan Berresford to a three-year term as Secretary (9/1/15 – 8/31/18).

Election of Director

After discussion,

The Board of Directors unanimously elected Peter Karoff to serve a fourth three-year term (9/1/15 – 8/31/18).

Meeting Dates

Plans for the February 22-24, 2016, Board Meeting were discussed. Hunt was asked to explore options to hold the meeting in San Francisco, with the understanding that the meeting agenda will include an educational/inspirational session(s) with one or more high profile speakers on immigration or another topic relevant to the work of the Robina Foundation. Hunt will also explore the possibility of building a meeting in 2017 around the work of the *Gilder Lehrman Center* at Yale University.

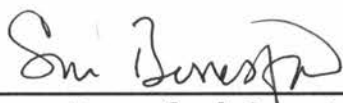
Other Business / Executive Session

Board Members held a brief executive session to discuss compensation of the Executive Director.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary

Nw 19, 2015

Date

**Robina Foundation
Meeting Minutes
May 12, 2015**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on May 12, 2015, via conference call.

Directors present: Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Marianne Short and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Tara Borman of OfficeTeam was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of March 3–4, 2015

A motion made and seconded to approve the Minutes of the March 3-4, 2015 meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, including work on the evaluations of the Council on Foreign Relations' *Diversity* initiatives and Allina's *LifeCourse* initiative. Hunt and Karoff discussed Karoff's conversation with Jim Silk about Yale Law School's human rights programming. Per Karoff, Silk has "all his sails up" and is happy with his relationship with Dean Post and his autonomy to conduct the Law School's human rights programming. Silk is energized about promoting human rights issues and programming across Yale.

Hunt updated the Board on plans to sell the 301 Clifton Avenue condominium owned by the Foundation subject to the life estate of Marion Bazal as part of the Foundation's intent to sell illiquid assets to have asset value available for grants to Robina Grantees.

After discussion of the process to sell the unit,

A motion made and seconded to authorize Blatz and Hunt to act on behalf of the Foundation to sign all agreements and documents to carry out the sale of the 301 Clifton Avenue Unit 2A was approved unanimously by the Board.

Treasurer's Report

During the discussion of Mike Sullivan's 1st Quarter Financial Report, Board Members raised questions requiring follow-up with Sullivan and USBank at the next meeting:

- What is the likely timeframe to liquidate the Foundation's illiquid assets?
- Will the bond ladder be implemented and, if so, in what amount of time?

- What would be the impact of annual distributions of a specified amount each year for the next eight years and what changes would Sullivan and USbank recommend to accommodate that timeframe?
- Can Sullivan and/or USbank perform a "stress test" to consider the impact of a 10% corrected market on the Foundation's assets and ability to meet its commitments?

Lewis agreed to discuss these questions with Sullivan and USbank so that they can respond to the Board at the September meeting.

Lewis noted that Board action on the investment policy included in the Board Book will take place at the September meeting.

Grant Program - Reports

University of Minnesota Law School: *Public Interest Scholars* Annual Report

Board Members asked Hunt to follow up with the Law School to clarify whether current Robina funding of the *Public Interest Scholars* program ends with students entering in the fall 2014 or 2015 and to learn the Law School's current tuition and the average debt of students who take out loans to finance their attendance at law school.

Yale Law School: *Human Rights Fellowship Initiative* Annual Report and *Assessment*

After reviewing the report and assessment, Board Members asked Hunt to follow up with YLS to learn the following:

- YLS tuition and average debt at graduation;
- YLS's use of federal loan programs;
- Reason for increased need for COAP;
- Post-graduate Fellowships: the amount of the stipend through the Robina *Human Rights Fellowship Initiative* and compensation from organizations where fellows work;
- How YLS assesses the impact of students' involvement in YLS human rights programming.

"Listening Tour" Debrief

Before Board Members discussed the recent Listening Tour meetings with Allina and the University of Minnesota Law School, Blatz thanked the entire Board for participating in the lengthy meetings, which will help inform the Board's decisions concerning future funding. The Board's debrief included the following:

Abbott Northwestern Hospital / Allina: *LifeCourse*

Pluses:

- End-of-life care is a hugely important issue; *LifeCourse* could make a big difference;
- Overall initiative is well thought-out; looks promising - this could be a real winner;
- Impressive, talented team willing to make corrections;
- Involved national board working closely with *LifeCourse* leadership team;
- Involvement of Penny Wheeler as visible spokesperson.

Concerns:

- Need clear proof of concept before major expansion effort;

- No clear goals and successful approach to increase the diversity of the initiative despite Robina prodding and questions;
- Continue to have questions about communications and outreach strategies;
- Need additional information about efforts made and goals, including detailed plan to overcome historic issues.

University of Minnesota: *Center for New Americans*

- Fabulous, imaginative, comprehensive program;
- Effective leveraging of resources within the Law School, the University and the community;
- Determined staff is "hitting on all cylinders";
- Potential for profound impact on students' lives, as well as on immigration law and the Twin Cities' immigrant community;
- Remarkable execution since the idea first presented.

Other Business

Board Members discussed plans for the upcoming annual meeting in early September. Blatz emphasized the importance of the meeting since all of the programs discussed during Listening Tour meetings with Robina Grantees will be reviewed at the meeting, and the Board will discuss timing for future decisions. Board Members were asked to continue to hold November 19 for an all-day meeting, if needed.

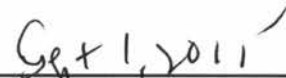
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation
Meeting Minutes
March 3, 2015**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on March 3 and 4, 2015, in New York City at the Council on Foreign Relations and The Lotos Club.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Steve Lewis, Marianne Short and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Kamaran Madison, from OfficeTeam, was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of November 13, 2014, Meeting

A motion made and seconded to approve the Minutes of the November 13, 2014, Board Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt commented on Board Members' personal involvement in meetings and telephone conversations with Robina Grantees and called Board Members' attention to several items in the Executive Director's Report in the Board Book. She noted in particular follow up on Lewis' suggestion that the indenture with Yale University covering the management and use of the Foundation's endowment gift to support the Binger Center for New Theatre be changed to provide greater flexibility in the use of the "Current Use Fund" and the potential for greater investment return. Hunt also explained plans for Blatz to approach Marion Basal about selling her life estate in the Clifton Avenue condominium owned by the Foundation since she is not currently living in the condo. Board Members encouraged Blatz to move forward with a transaction she feels is appropriate.

2015 Operating Budget

Hunt introduced the 2015 Operating Budget included in the Board Book and asked for approval of the budget.

A motion made and seconded to approve the 2015 Operating Budget included in the Board Book was approved unanimously by the Board.

Council on Foreign Relations Diversity Initiatives

Board Members discussed the issues raised by the Council on Foreign Relations' decision to end its collaboration with Humanity in Action after the completion of HIA's two

programs this summer and by the fact that CFR does not wish to move forward with the planned evaluation of CFR's work or of HIA's Diplomacy and Diversity Program. Board Members discussed CFR's view of the importance and need for diversity programs as well as other funding opportunities CFR staff described during Lewis' orientation meetings. After consideration of the impact of the decision on Humanity in Action, the Foundation's funding commitments, and the value of an evaluation, Board Members directed Hunt 1) to provide full-funding of the 2015 commitment (\$446,117) subject to identification by CFR of ways to re-direct funds previously provided for a program evaluation to support outreach efforts to increase diversity within CFR; 2) discuss with HIA the possibility of Robina support for a third year of the Diplomacy and Diversity initiative; 3) engage outside reviewers to evaluate the work of CFR and HIA supported by the Foundation.

(Board Member Peter Karoff joined the meeting via phone.)

Listening Tour Discussion

Board Members who attended the Yale Listening Tour meetings provided their assessment of the various initiatives discussed. After discussion, Board Members concurred with Foundation Listening Tour participants' focus on continued support of Yale Law School's human rights programs and possible limited support for the Gilder Lehrman Center for the Study of Slavery, Resistance, and Abolition. Because participants at the Yale meetings were concerned about Dean Post's comments about funding for YLS human rights programs, Board Members directed Hunt to set up a call for Karoff to learn more from Jim Silk about interest in human rights, funding for programs, issues related to COAP, and the future of the human rights field.

Following the discussion of the Yale Listening Tour meetings, Board Members reviewed the Listening Tour Meeting Schedule outlining April meetings with Abbott Northwestern Hospital / Allina Health and the University of Minnesota Law School.

Listening Tour Meetings with the Council on Foreign Relations

As part of the Foundation Board's efforts to learn more about the work and priorities of Robina Grantees, the Board held "Listening Tour" sessions with Richard Haass, President of the Council on Foreign Relations, and five CFR executives involved in CFR's priority initiatives.

Haass provided overall information on the work of CFR, including plans for a capital campaign of \$125 - \$150 million to celebrate the organization's 100th anniversary in 2021. Per Haass, foreign affairs is different today as the world and the US face basic questions which require intellectual work that neither insiders nor academics can provide. This work is in CFR's "sweet spot." CFR is adjusting with a wider agenda and a focus on developing talent through education programs. Board Members learned about the following initiatives:

- *International Institutions and Global Governance Program*
- *Global Health and Development Initiative*
- *Rule of Law Initiative*
- *Countering Violent Extremism Initiative*
- *International Affairs Fellowship program*

Following the presentations and questions and answers with participants, the Board adjourned for the day.

Meeting Minutes

March 4, 2015

Welcome and Call to Order

Blatz welcomed Board Members, including Karoff who joined the meeting by phone, and called the meeting to order.

Treasurer's Report

Lewis called Board Members' attention to Sullivan's quarterly financial report and highlighted several items related to the Foundation's finances:

- Sullivan and US Bank will identify assets to sell in March to generate cash for Foundation grants;
- As we move through 2015 and make decisions concerning the Foundation's future grants, we will need to talk with US Bank about lowering the risks in the Foundation's portfolio;
- Sullivan and US Bank are working on a new investment policy, in large part to reflect the approaching target date for winding down the Foundation. A draft policy will be available for Board review in upcoming board meetings.

Grantee Report

Board Members reviewed and discussed ANWH/Allina's annual report on the implementation of *LifeCourse*. Board Members expressed interest in learning more about the participation of minority families in the initiative, how doctors are connected with the work of *LifeCourse* teams, how *LifeCourse* fits into the landscape of programs across the country addressing late-life care and incorporates learnings from other programs, and in learning when Allina will talk with the Minnesota Department of Health and the Legislature about the program.

Board Members discussed material in the Board Book outlining concerns expressed by Karen Birkeland, who worked on implementation of *LifeCourse*. Board Members directed Hunt to talk with Penny Wheeler about the concerns expressed by Birkeland, emphasizing that the Robina Board is not validating or discrediting the concerns and that Birkeland's career must not be negatively impacted as a result of voicing her concerns. As part of the Foundation's consideration of future funding of *LifeCourse*, Board Members agreed that Hunt should engage an outside reviewer now to evaluate the implementation of *LifeCourse* to date and plans for the future in advance of Allina's submission of a grant proposal.

"Listening Tour" Discussion: Council on Foreign Relations Debrief
Attachment 1 provides a summary of Board Members' discussion of CFR Listening Tour sessions.

Other Business

Board Members reviewed the meeting dates for 2015 and 2016, noting that the November 2015 meeting may need to be longer than two hours to provide ample time to discuss the Foundation's future grantmaking.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,

Susan Berresford
Susan Berresford, Secretary

May 28, 2015
Date

ROBINA FOUNDATION
March 4, 2015
CFR Listening Tour Debrief

General Comments about CFR

- Listening Tour at Yale re-confirmed Robina involvement there; new opportunities revealed in CFR meetings;
- Meetings elevated view of importance of CFR's role in foreign affairs;
- Over-arching question is "what kind of legacy do we want to leave at CFR?"
- Perhaps we could deal with legacy in connection with the capital campaign;
- Question is "What influence do we want to have?" CFR does not "need" Robina the way Allina and the U of M Law School do;
- CFR does not collaborate well with others;
- One option might be to give CFR funds without direction as to use;
- Could provide funds to address "Emerging Threats to the International Order" (e.g. \$X million in a wasting endowment or a matching grant);
- Important to understand what Richard Haass wants.

International Institutions: Global Governance

- Mixed view of performance of IIGG to date and importance going forward: priority #1 vs. no interest in additional funding;
- Not as much progress/impact as would have expected;
- Work of IIGG has been key to important changes within CFR; Stewart Patrick has been excellent;
- IIGG is core to CFR; will continue regardless of Robina support.

Global Health and Development Initiative

- Laurie Garrett is fabulous – well-known so could attract other funding;
- Top priority for several Board Members;
- If go forward with Global Health, need to understand what others are doing: scan issue, identify CFR's special role; major players, etc.

Rule of Law Initiative

- Excellent leader;
- Mixed views on importance/priority: top vs. bottom of Board Members' lists.

Countering Violent Extremism Initiative

- Important niche; fits Robina Guiding Principles;
- Dynamic leader, but not a team player;
- Distinctive point of view – not clear how connects with others;
- Many actors in space;
- Collaboration required, which is not CFR's approach;
- Work dependent on others;
- Robina legacy not possible;
- Could provide modest funding to determine first steps to begin initiative.

International Affairs Fellowship

- Key operating program; central to CFR's work;
- Somewhat less intriguing than other initiatives, but important to CFR and could be structured to fit Robina's priorities;
- Fellowships easily tied to naming opportunities;
- Robina could add two fellowships;
- Could tie to diversity, perhaps in connection with Capital Campaign.

Support for Diversity Initiatives

- Could ask CFR for proposal, but CFR resists directives;
- People in the trenches of CFR human resources are interested;
- This may be an area where we have leverage.

**Robina Foundation
Meeting Minutes
November 13, 2014**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 13, 2014, via conference call.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Steve Lewis, Marianne Short and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Sharon Grady was present and served as recorder.

Prior to the official start of the meeting, Schroeder updated the Board on Karoff's health.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of August 12-13, 2014, Annual Meeting

A motion made and seconded to approve the Minutes of the August 12-13, 2014, Annual Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book, including information highlighting participation of Board Members Blatz and Lewis, along with Hunt and Gilberg, in the recent launch of the University of Minnesota Law School's Center for New Americans.

Treasurer's Report

In connection with Board Members' review of Foundation Investment Consultant Mike Sullivan's Third Quarter Financial Report, Lewis reported that he had spoken with Sullivan, who will work with USbank on revisions to the Foundation's investment policy guidelines to conform with current investment strategies. Board Members noted Sullivan's comment that use of the DJ Wilshire 5000 index to evaluate the Foundation's equities is inappropriate because the Wilshire index includes reinvested dividends, while dividends in Robina's portfolio are not reinvested, but are put in the Foundation's cash account to pay grants. As a result, the performance of the Foundation's equities was better than stated. A new benchmark will be identified to properly measure the Foundation's equity investments.

Robina Grantmaking

Board Members discussed the Draft Grantmaking Principles included in the Board Book and plans for the "Listening Tour" meetings with Robina Grantees. Hunt agreed to revise the Guiding Principles based on Board Members' comments and circulate the revised draft

to Board Members before sending them to Robina Grantees. Board Members agreed that Listening Tour Meetings with all Robina Grantees should be completed by June 1 so that discussions at August meeting can evaluate all programs and determine next steps for future grantmaking. The November 2015 board meeting will be an all-day, in-person meeting if needed.

Council on Foreign Relations: Review of Expanded Diversity Initiatives

Hunt asked the Board to ratify the Board's email approval of a bridge grant to CFR to extend support of the Expanded Diversity Initiatives in view of the delayed timing of the outside review of all of the diversity initiatives.

A motion made and seconded to ratify the Board's email approval of a \$470,722 bridge grant to the Council on Foreign Relations to support the *Expanded Diversity Initiative* during 2015 was unanimously approved by the Board.

Board Members then discussed the criteria for selection of outside reviewers of the diversity initiatives, the list of possible reviewers identified by Board Members and Jim Lindsay and the procedure for conducting the review. Board Members identified two key qualities for the outside reviewers:

- 1) Reviewers should have a working knowledge of fellowship or other programs seeking to breakdown barriers and expand involvement of underrepresented groups in a field or profession;
- 2) In order to assure the objectivity of the review, reviewers should not have held leadership or staff positions within the Council on Foreign Relations or Humanity in Action, although membership in CFR is not a barrier to participation.

Two potential reviewers were identified by Board Members:

- 1) Joan Dassin, formerly Executive Director of International Fellowships Program of the Ford Foundation, currently a professor at Brandeis University.
- 2) Ruby Puryear Hearn, formerly with the Robert Wood Johnson Foundation.

Hunt will notify Jim Lindsay at CFR of the Board's recommendations concerning reviewers along with questions reviewers should address and will work with Jim to facilitate the review so that it is completed by the end of September 2015.

Grantee Reports

Abbott Northwestern Hospital: *Care COPILOT Institute (CCI) Revised Strategy*

Hunt reported on her conversation with Kim Radel and Penny Wheeler after the Board's August decision to decline significant new funding for the Care COPILOT Institute and her meeting with Radel and Heather Britt to discuss the revised strategy described in the proposal. Board Members agreed that the revised strategy responds to Robina's directions for the use of remaining Robina funds.

Council on Foreign Relations: *Expanded Diversity Initiatives*: CFR Activities and CFR/HIA Activities

Discussion of the two reports focused on the information we hope to learn from the outside review and perhaps also during the Listening Tour: e.g. what kinds of activities are the most effective, what is the key moment in a career for these kinds of activities, are there ways to enhance the Franklin Williams internships.

University of Minnesota Law School: Scholarship Match

Blatz and Hunt reported on a conversation with Dean Wippman concerning the successful use of Robina matching funding to attract new donors. Dean Wippman will provide more details on the program during the Robina Listening Tour.

University of Minnesota Law School: *Institute on Criminal Law & Criminal Justice*

Hunt reminded Board Members that the Foundation's funding of this initiative will end when current commitments are paid. Payment of the final two years of funding for the Sentencing Initiatives is conditioned on the University's successful achievement of the deliverables developed for the program. Assessment of the deliverables will take place in 2015.

Yale University: *Yale School of Drama's Status of Endowment Report*

Board Members suggested that we review our agreement with Yale to determine if restructuring the "Current Use Fund" as a wasting endowment, which would give the School of Drama the flexibility to draw on the account when needed or leave it invested. Hunt agreed to follow up.

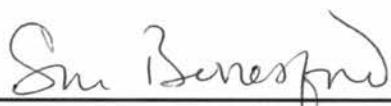
Other Business

Board Members reviewed the meeting dates for 2015 and 2016 to assure that the dates fit Members' schedules.

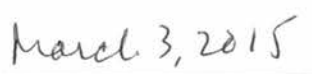
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation Annual Meeting
Meeting Minutes
August 12 – 13, 2014**

The annual meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on August 12 and 13, 2014, at the offices of Faegre Baker Daniels in Minneapolis, MN.

August 12, 2014

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis and Steve Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant

Recorder: Anne Osberg of Office Team.

Call to Order and Welcome

Blatz called the meeting to order and welcomed Board Members.

Legal Report

Blatz welcomed Gina Kastel of Faegre Baker Daniels, who joined the meeting to provide the final report on the closing of the Binger Estate. Kastel noted that all estate funds are being transferred to the Foundation with the exception of \$50,000, which has been withheld to pay additional legal fees incurred in connection with the closing of the estate. Board Members thanked her for her diligence in finalizing the estate.

Foundation Finances

Blatz welcomed Mike Sullivan, Foundation investment consultant, and Jerry Anderson, Jon Gennaro, and Kim DeBaere from US Bank to discuss performance of Robina's assets.

Sullivan noted that Foundation assets held by USbank are meeting benchmarks set for Robina assets and made the following observations:

- The recent redeployment of \$21 million of Foundation assets into fixed income vehicles increased risk slightly as compared with cash, but also increased expected returns, while a reduction of \$10 million in mid-March 2014 in equity decreased the risk of larger losses;
- Establishment of the Foundation's term would facilitate development of the appropriate portfolio, but the Board should make grant decisions first and fix the term based on assets remaining;
- The sunset scenario charts he provided are based on historic norms, which, although not necessarily reliable as predictors of the future, are important tools to develop plans;
- A Board decision to focus on a four-year term would require an immediate change in the portfolio, while sunset in the 2022 time frame would not.

Anderson reviewed the long-term developments and investment strategies of the Foundation's assets and emphasized that the current portfolio is well-positioned for a term of eight years, although he recommends exiting the real estate investments. Anderson, Sullivan and Lewis will meet to discuss this further. A review of the Foundation's investment policy after that meeting may be appropriate.

Grantee Meetings/Reports

University of Minnesota Law School: *Center for New Americans*

Blatz welcomed David Wippman, Dean of the Law School, and Ben Casper, head of the Center for New Americans. Wippman and Casper emphasized the comprehensive, unique framework of the Center and reviewed the accomplishments of the first year of operation of the Center outlined in the Center's annual report. Casper explained how the Center works with its nonprofit and law firm partners to develop priorities and issues to be addressed by the Center and detailed the opportunities for students to be involved in all aspects of the Center, with the dual purpose of the Center to aid immigrants and to educate law students. Berresford and Hunt, who attended a meeting with Center staff, professors, nonprofit and law firm partners and students shared their enthusiasm for the work of the Center and confirmed the participants' engagement in the Center and the significant progress made during the first year.

In response to a question from a Board Member, Wippman summarized the importance of the Center to the Law School. The Center, which was approved unanimously by tenured law professors, provides phenomenal experiential learning for students, enhances the law school's reputation, attracts students as part of the school's human rights programming, and helps fulfill the University of Minnesota's mission to serve the community.

University of Minnesota Law School: *Robina Institute for Criminal Law and Criminal Justice – Sentencing Programs*

Blatz welcomed Richard Frase, Kevin Reitz and Kelly Mitchell, who recently joined the Institute as Executive Director.

Frase and Reitz summarized work of the four sentencing projects, noting the current interest in risk assessment and criminal history, the lack of data on criminal history in many states, and the incorporation of the Institute's work on probation and parole into the draft Model Penal Code. Blatz stressed the importance of maintaining the message of public safety in connection with the projects to avoid political backlash.

Law School Issues

In response to a question from Schroeder, Wippman described the financial and rankings challenge the Law School currently faces due to a 25% drop in applications to the school. To meet the changed circumstances, the Law School reduced the class size of the incoming class and received additional funding from the University of Minnesota, but cut its budget by \$2 million through staff attrition, lower raises for professors and sharing of office space with other parts of the University. The dean acknowledged that longer term, the Law School, like law schools across the country, must develop new ways to adjust to market needs.

Abbott Northwestern Hospital/Allina: Senior Leadership

Ben Bache-Wiig, President, Abbott Northwestern Hospital, and Penny Wheeler, MD, President and CCO, Allina Health, joined the board meeting to talk about the leadership strategies of Abbott Northwestern and Allina. Wheeler described the need to cut expenses while maintaining quality and the organization's strategic priorities: 1) development of insurance through a partnership with an existing insurance company; 2) focus on primary care; 3) integration of care by connecting all parts of the system to fully support patients. Bache-Wiig emphasized the importance of philanthropy, which enables innovation as ANWH strives to develop programs and elevate the care available in the community. Bache-Wiig wants people to see ANWH as an extension of care provided in local communities.

Abbott Northwestern Hospital/Allina: LifeCourse

Board Members welcomed Eric Anderson, Sandy Schellinger, Paige Bingham and Heather Britt to discuss the status of the LifeCourse initiative funded by the Robina Foundation. The discussion focused on:

- Current status of enrollment: 242 now; 300 expected by the end of the year;
- Changes to the enrollment process and identification of patients to improve enrollment;
- Number of care guides: 9 by the end of the year;
- Development of a "playbook," a reproducible handbook describing implementation of the program;
- Expansion and diversification of the pool of participants;
- The goal of changing the culture of providers;
- Outreach efforts;
- Data points being tracked: 1) quality of life; 2) experience with care; 3) number of days in hospital vs. hospice care; 4) cost to both system and payers.

The LifeCourse team would like to return early next year to provide a deeper dive into the work of the initiative.

Abbott Northwestern Hospital/Allina: Care COPILOT Institute

Kim Radel joined Britt and Wheeler to summarize Allina's request for a five-year grant totaling \$7,430,619 to supplement Robina funds remaining from the Care Guide initiative to support the development and expansion of the Care COPILOT Institute as described in the proposal. Board Members raised questions about the niche of the program, the business model, the need for a stand-alone institute, the revenue projections, and the extensive reliance on technology.

After the guests left, the Board discussed three possible responses to the request: 1) provide the funding requested; 2) turn down funding; 3) provide support for a scaled-down version. After discussion, the Board decided not to provide additional funding for the initiative, but rather to request that Allina use the balance of funds remaining to expand the use of care guides within Allina and perhaps test another model within Allina.

Grantmaking Discussion

To follow up on the general discussion of philanthropy at last night's dinner, Blatz provided background on the Board's grantmaking and suggested that today's discussion focus on identification of principles for the Foundation's grantmaking, assessment of each Robina Grantee and the programs funded, and identification of next steps in the Foundation's grantmaking. During the discussion of Foundation funding of the *Robina Foundation Human Rights Initiative* at Yale Law School, Board Members identified the need to extend funding of the initiative during the Board's yearlong discussion of future grantmaking.

Upon a motion made and seconded, the Robina Board approved a grant of \$1,000,000 to support the *Robina Foundation Human Rights Initiative* at Yale Law School, payable in May 2015.

After an extensive discussion of grantmaking principles, assessment of organizations and programs, including possible "earmarks" for future funding, and a plan for the coming year, Board Members directed Hunt to draft and circulate a summary of the discussion in advance of the November board meeting so that Board Members can finalize plans at that meeting.

Blatz thanked the Board and adjourned the meeting for the day.

August 13, 2014

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Steve Schroeder and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Recorder: Anne Osberg of Office Team

Call to Order

Blatz called the second day of the annual meeting to order, welcomed all Board Members and thanked Aamoth for last night's lovely evening.

Minutes from May 13, 2014 Board Meeting

A motion made and seconded to approve the Minutes of the May 13, 2014, Board Meeting included in the Board Book was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to her written report in the Board Book.

Annual Reports

Council on Foreign Relations: IIGG Annual Report

Hunt pointed out that the report references more connections between Stewart Patrick and the work of the IIGG initiative and policy makers interested in the work and seeking advice. The web and social media use is also much improved. Board Members expressed interest in learning more about the impact and use of the report card, the attendees at the IIGG events, and the importance of people who attend the Council of Councils meetings and noted that Robina's funding commitment ends in 2016. Hunt will follow up.

Council on Foreign Relations: Enhanced Diversity Initiatives

After discussing issues related to the CFR/HIA partnership, the process and timing of the outside review of the CFR Diversity Initiatives, and the CFR/HIA initiatives scheduled for this fall, Board Members decided to propose to CFR that the review of the *Diplomacy and Diversity* initiative be delayed until next year so that the review will cover two years of the program and to work with Jim Lindsay on the selection of the outside reviewers and the focus and approach of the review. Hunt and Lewis will discuss this with Lindsay and report back to the Board at the November Board Meeting.

Yale School of Drama: Binger Center for New Theatre Annual Report

Discussion of the report centered on the Board's stewardship of Robina's grant and the program now that the Foundation has provided endowment funding. In addition to receipt of annual reports, Board Members expressed interest in an annual conversation with Dean Bundy and others to discuss the work of the Center.

Board Governance

Lead Directors

Board Members discussed the role of Lead Directors, including changes to reflect that Schroeder and Aamoth will rotate off the board in 2016. Several Board Members emphasized that Lead Directors should develop a deep listening relationship with the assigned Robina Grantees so that they can advocate appropriately with the Board. Board Members agreed that for the coming year, Lead Directors are as follows:

ANWH/Allina: Schroeder and Short
Council on Foreign Relations: Aamoth and Lewis
University of Minnesota Law School: Overall: Blatz; *Center for New Americans*: Berresford
Yale: Karoff

Hunt will circulate the current job description for Lead Directors to request changes to the description. The Board will finalize the job description at the November Board Meeting.

Compensation

Board Members discussed Berresford's research regarding compensation of members of other foundation boards as well as the importance of setting compensation based on the level of responsibility Board Members will undertake and the time to be spent on Robina work. After discussing the increased time and engagement expected during the coming years and recognizing that board compensation had not been increased for three years, Board Members determined that a modest increase in Board Members' retainer was appropriate.

A motion made and seconded to set Board Members' annual retainer at \$30,000, effective immediately, carried on a vote of six to one.

Election of Board Members

Berresford and Blatz each left the room during Board Members' discussion of their candidacy for a full second term. Following each discussion, motions made and seconded to elect Berresford and Blatz to serve a full second term on the Board were approved unanimously.

During Blatz's absence from the room, Board Members discussed her compensation as chair in view of the increased workload of the chair as the Foundation enters its final phase of grantmaking.

A motion made and seconded to set Blatz's compensation for her work as chair of the Board at \$18,000 per year, effective immediately, was approved unanimously.

Meeting Dates

Board Members revisited plans for discussions with Robina Grantees during the coming year. Hunt agreed to send out a draft timetable for Board consideration in advance of the November Board Meeting. Lewis proposed that the November 19, 2015, meeting be changed to an all-day, in person meeting to permit full discussion of the listening sessions with Robina Grantees and plans for future grantmaking. Board Members agreed to that tentative change. Hunt reminded Board Members that the 2016 dates have not been set. Gilberg will follow up to determine the dates.

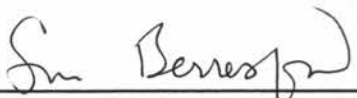
Other Business / Executive Session

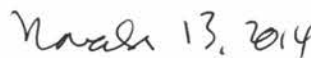
Board Members held a brief executive session to discuss compensation of the Executive Director.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,


Susan Berresford, Secretary


Date

**Robina Foundation
Meeting Minutes
May 13, 2014**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on May 13, 2014, via conference call.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Marianne Short and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of March 5, 2014 Board Meeting

A motion made and seconded to approve the Minutes of the March 5, 2014, Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt mentioned that the review of CFR's Expanded Diversity Initiatives may be pushed back to the fall to permit assessment of programs taking place during the summer. Board Members agreed that this revised timetable is preferable.

Treasurer's Report

Lewis led a discussion of the Assets and Grants Report, Mike Sullivan's quarterly report, and US Bank's Quarterly Performance Report. Lewis noted in particular:

- The Foundation's portfolio continues to be a little heavy on equities, although equities have been reduced from 40% to 34% of the portfolio;
- We recently reduced our position in money markets to invest in three funds that will provide more current income with little principal risk;
- The portfolio is currently meeting the Foundation's blended benchmarks;
- Both Lewis and Sullivan agree that a rough timetable for the sunsetting of the Foundation will help inform the allocation of Foundation assets;
- The Foundation's current portfolio attempts to balance potential upside gain in the market with downside risk, taking into account the Board's comfort with risk;
- Funds needed for grant payments in the near future are not at risk in the market.

Legal Report

Board Members reviewed the memorandum provided by the Foundation's legal counsel Gina Kastel of Faegre Baker Daniels. Blatz noted that JPMorgan will withhold a total \$50,000 to cover any remaining legal fees to McDermott Will & Emery and Briggs & Morgan. To date, \$27,000 in fees have been generated. The remainder of the Estate, less the attorney fee reserve, will be transferred to the Foundation after the Closing Agreement is signed. Blatz also reminded Board Members that with the execution of the settlement agreement, the Foundation will release all possible claims with respect to the estate and that, per Kastel, settlement of the various lawsuits concerning the estate included release of all claims by the various parties to the lawsuits.

Grant Request

Board Members discussed ANWH/Allina's request for \$7,430,619 for the Care COPILOT Institute, noting that the Board urged Allina to "think big" about how to disseminate information on the use of lay professionals in health care. After discussion, the Board decided to forego a decision on the grant request at this time and to engage outside reviewers to inform the Board, particularly with respect to the viability of the business case for the Institute and the necessity and appropriateness of the proposed technology. Hunt will engage reviewers to provide input for the Board's consideration of the proposal at the August Board Meeting.

Grant Reports

Council on Foreign Relations: CFR Expanded Diversity Initiatives and CFR-HIA Expanded Diversity Initiative

Board Members discussed the two reports, noting in particular:

- The importance of tracking participants in the programs to determine the extent to which these programs play a role in participants' future involvement in international affairs;
- Continued concern about whether and how CFR and HIA are working together;
- Questions about how to sustain the HIA-CFR programs in the future if programs are found to be effective;
- Opportunity for CFR to develop a "junior fellows" program to provide longer-term engagement at CFR.

University of Minnesota Law School: Sentencing Enhancements and Public Interest Scholars

In addition to discussing the two grant reports, Board Members discussed topics for an upcoming lunch with Dean Wippman, including law school education in the new environment of reduced applications and law jobs and US News and World Report's law school rankings.

Yale Law School: *Human Rights Fellowship Initiative*: Annual Report and Assessment

Hunt noted that this is the first report integrating the yearly assessment into the annual report on the work of the Initiative. The tracking tool set up by the Law School seems to be providing important information on the various elements of Robina's *Human Rights Fellowship Initiative* and the work of students after graduation.

August Board Meeting Agenda Discussion

Board Members reviewed ideas for the August meeting agenda, focusing in particular on the importance of a lengthy discussion of the Foundation's future grantmaking. All agreed that the Board needs to go deeper to identify opportunities for the future, to shape the Foundation's next round of grants, and to understand Robina Grantees better. Lewis noted that the Foundation should consider challenging Robina Grantees through matching grants. To assure that the agenda includes sufficient time for an in-depth discussion, Board Members agreed that Monday night's dinner should be a working dinner.

Other Business

Board Members discussed proposed dates for meetings in 2015 and agreed to consider 2016 dates at the August Meeting.

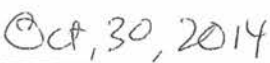
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation
Meeting Minutes
March 5, 2014**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on March 5, 2014, in Gallery II Meeting Room at The Study in New Haven, Connecticut.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Steven Schroeder and Marianne Short.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Scott Brown was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Minutes of November 12, 2013, Board Meeting

Hunt pointed out an error in the draft minutes included in the Board Book: reference to \$1.7 million in the motion approving funding for Abbott Northwestern/Allina on page 4 of the minutes should be changed to \$1.27 million.

A motion made and seconded to approve the Minutes of the November 12, 2013, Board Meeting included in the Board Book, as amended, was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book.

Treasurer's Report

Lewis reported on his meeting with USbank representatives Jerry Anderson and Jon Gennaro to get acquainted and to discuss alternative investment options for Foundation funds. Lewis noted in particular that the Foundation's equity position is higher than it should be given the Foundation's limited duration. Lewis plans to discuss alternative investments with Sullivan and USbank in order to address this imbalance.

Legal Report

Blatz called Board Members' attention to two memos in the Board Book prepared by attorney Gina Kastel. Several loose ends need to be resolved before final settlement of Jim Binger's estate. All Board Members agreed that the sooner these loose ends are resolved, the better.

Foundation 2014 Operating Budget

Hunt introduced the 2014 Operating Budget included in the Board Book and asked for approval of the budget.

A motion made and seconded to approve the 2014 Operating Budget included in the Board Book was approved unanimously by the Board.

Meeting De-Brief

Yale Law School

Board Members noted how engaged and dynamic Dean Post has become since assuming the position of Dean of the Law School and discussed future funding of the Law School. Board Members' comments included the following:

- Since the Foundation's funding commitment ends in 2014, the Law School will be eager to submit a proposal in the near future;
- Tara Fitzpatrick provided information for a \$25 million endowment request, noting that YLS's top priorities are endowment of the summer program and funding for the Law School's loan forgiveness program, "COAP" (Career Options Assistance Program);
- A "matching" grant may be appropriate for the Law School or perhaps a wasting endowment;
- Foundation funding of the Law School effectively supports very talented students interested in human rights;
- Funding for COAP could encourage students to get involved in human rights careers, but COAP only pays off tuition and doesn't sustain people in the human rights field;
- The human rights field is more robust now, so sustaining a human rights career is more possible now than 10 years ago.

Yale School of Drama

Board Members expressed satisfaction with the operation of the Binger Center for New Theatre and the creative work taking place under Dean Bundy's leadership of the initiative as a result of Robina's endowment of the Center. Although Board Members would prefer more frequent outside review of the Center than provided for in the Foundation's endowment agreement with Yale and should have been consulted before Dean Bundy engaged members of the first review committee, the Foundation will continue to receive reports on the Center and can request that the outside reviewers tailor the reports to answer questions of importance to the Board. The Board also noted that it may undertake reviews of its own to address questions about grant operations and effectiveness on a schedule it determines. The Foundation will need to designate an entity to receive reports on the Center after the Foundation sunsets.

Council on Foreign Relations / Humanity in Action

While Board Members continue to debate the use of the term "diversity" in connection with the *Expanded Diversity Initiative*, Board Members are excited about the concept of the Robina project and look forward to the results of the review of the HIA program as well as the other parts of the initiative, which will be available in the summer. It was noted that CFR (Jim Lindsay) and HIA (Judith Goldstein) have a good working relationship. Berresford called the Board's attention to the budget for the HIA programs and asked that we confirm with CFR and HIA the cost per participant of the original *Expanded Diversity Initiative* and of the *Additional Activities*.

Grant Proposals

CFR: Program on Digital and Cyberspace Policy

Board Members discussed the pros and cons of CFR's proposal, as well as CFR's response to the Foundation's suggestion that CFR rethink and perhaps re-design the initiative in view of comments and concerns expressed by experts engaged by the Foundation to review the proposal. While Board Members believe that the topic is huge and exciting and that CFR should play a role in addressing important issues in the cyberspace arena, they are not convinced that the approach described in the CFR proposal will be effective or that the Foundation should be the sole funder of the initiative. Board Members highlighted the need for CFR to partner with other organizations, to seek direct involvement of non-US organizations and individuals, and to involve people with a deep knowledge of technology, as well as the lack of specificity of outcomes. After considering several options for funding, the Board decided to decline funding at this point and see what role emerges for CFR and for other donors, recognizing that it may be appropriate for the Board to consider Robina support at some point in the future.

Abbott Northwestern Hospital: LifeCourse

Board Members reviewed Abbott Northwestern Hospital/Allina's request for funding for the 2015 Transition Phase of LifeCourse aimed at better preparing the LifeCourse team, system and partners for a multi-year trial in 2016 through 2019.

A motion made and seconded to approve funding of \$3.99 million for the 2015 Transition Phase of LifeCourse was unanimously approved by the Board.

Noting that this project has great promise and could have legs because of changes in health care and the economy and growing focus on patients' quality of life, Board Members will meet with leaders of LifeCourse in August to discuss the future of the initiative.

Grant Reports

ANWH/Allina: LifeCourse - Annual Report

Board Members noted several items in the report for discussion with LifeCourse staff:

- In the Brief Project Summary, the fifth bullet point under "Goals" could be expanded to reference palliative care as well as hospice care.
- If the trial shows positive results, ANWH/Allina should be prepared for some push back that initiatives that work with Minnesota "nice" may not translate to other parts of the country.
- Power calculations on the most important outcome variables could help determine the best sample size to achieve significant results.
- Information on why patients and families decline participation in LifeCourse as noted on the graph of Initial Data in the report would be helpful.

University of Minnesota Law School: *Center for New Americans* – Six-Month Report

Board Members noted that the Center for New Americans is off to a good start and expressed interest in learning how the Center works or plans to work with other parts of the University of Minnesota, such as the Humphrey School of Public Affairs and the Medical School.

Board Members expressed interest in meeting with Dean Wippman to discuss issues faced by the University of Minnesota Law School and all except the most elite law schools and opportunities to seed an analysis or proposal to revamp legal education. Hunt will set up a meeting.

Other Business

Board Members identified several issues for discussion at the August Annual Meeting, including sunseting of the Foundation, sustainability of projects receiving Robina Foundation funding, Lead Directors, and investment of Foundation assets.

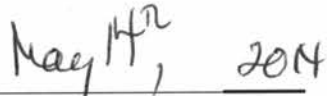
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation
Meeting Minutes
November 12, 2013**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 12, 2013, via conference call.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, Steve Lewis, Marianne Short and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Blatz, Chair, called the meeting to order and welcomed Board Members.

Ratification of Election

Blatz proposed that the Board ratify the election to the Board of Marianne Short, which took place previously by means of email.

A motion made and seconded to ratify the election of Marianne Short to serve as a member of the Board of Directors for a term beginning on October 1, 2013, and ending on August 31, 2016, was approved unanimously by the Board.

Minutes of August 13-14, 2013, Annual Meeting

A motion made and seconded to approve the Minutes of the August 13-14, 2013, Annual Meeting included in the Board Book was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book.

Treasurer's Report

Lewis reported on his meeting with Foundation Investment Consultant Mike Sullivan. Sullivan emphasized the importance of a decision by the Board concerning the Foundation's timeline since the timeline will impact investment decisions and also Sullivan's assumptions concerning the return on investment and funds available for Foundation grants.

Legal Report

Blatz introduced Gina Kastel from Faegre, Baker, Daniels, to discuss her memos included in the Board Book concerning settlement of the Binger Estate and Robina grantmaking.

Regarding settlement of the Binger Estate, Kastel called the Board's attention to the list of items left to be accomplished to close the estate included in her memo and emphasized the following:

- Loose ends of the estate are now being wrapped up so that the estate can be settled informally without going back to probate court.
- As part of the settlement, the Foundation will be asked to accept reports from JP Morgan concerning Binger estate assets held by JP Morgan.
- All that is remaining in the estate is approximately \$2 million in cash and Tartan investments, which will be transferred to the Foundation.
- Documents for the transfer have been prepared.
- Kastel is now working with JP Morgan and McDermott Will & Emery regarding various special assets, which we expect will be written off.
- Additional legal fees may be incurred to close the estate; JP Morgan received its fee years ago.
- We are pushing for more information on the promissory note with Jason McLean and on the Loring Pasta Bar.
- Our goal is to approve JP Morgan's accounts through September 2013, subject to several minor corrections.

Kastel and the Board discussed the need to give JP Morgan a deadline to perform miscellaneous work and finalize the settlement agreement. Kastel and Board Members agreed on a deadline of February 1 or 15, 2014.

Kastel provided the Board with draft resolutions in connection with settlement of the estate.

A motion made and seconded to approve the resolutions set forth in Attachment 1 was unanimously approved by the Board.

Board Members discussed Kastel's memo on Robina Foundation Grantmaking, which outlines the parameters on the Foundation's grantmaking, and agreed to retain the memo for guidance in making Foundation grants.

Robina Grants

Yale Scholarship to honor Tom Crosby

Board Members reviewed information outlining endowment of scholarships at Yale University to determine how to structure a scholarship at Yale in memory of Crosby. Emphasizing that endowment of a scholarship in honor of Tom was a unique, one-time grant by the Foundation, Board Members confirmed that a grant is appropriate in view of Crosby's long-standing work as chair of the Board and his exceptional leadership of the Foundation. Following discussion of the appropriate level for the grant and the criteria for scholarship recipients,

A motion made and seconded to honor Crosby with a \$200,000 grant to Yale University to provide scholarships for students who demonstrate the values, character and leadership of Crosby's life was unanimously approved by the Board.

Yale School of Drama / Binger Center for New Theatre

Following a discussion of Dean James Bundy's response to the Board's inquiry about use of the Production Enhancement Fund, Board Members considered the best way to review and oversee the work of the Binger Center for New Theatre. The approach agreed upon calls for tightening the questions to be addressed in YSD's annual report and conducting an in-person discussion with Bundy and others every two years. This discussion, which would involve several Board Members and perhaps non-Board Members involved in theater, is not intended as an interrogation, but rather an opportunity to ask questions and have a dialogue about the operation of the Binger Center.

Council on Foreign Relations Expanded Diversity Initiative

Board Members discussed the letter from James Lindsay included in the Board Book, which explains the role of "diversity" in the CFR / Humanity in Action (HIA) "Expanded Diversity Initiative." Members agreed that focus on diversity in the broad sense of understanding how countries wrestle with their diverse populations is appropriate.

The Board considered CFR's request for additional funding to cover HIA's administrative costs, which were inadvertently omitted from the budget included in the original grant request. After discussing the need for CFR to "own" this initiative and provide support so that Robina is not the sole funder,

A motion made and seconded to provide additional funding of \$107,046 over the three year grant period to fund indirect expenses incurred by HIA in the implementation of the Expanded Diversity Initiative was unanimously approved by the Board.

Hunt will follow up with CFR to assure that they understand the importance of CFR commitment to the initiative.

Program on Digital and Cyberspace Policy

Board Members discussed the engagement of outside reviewers to assist the Foundation in the consideration of CFR's proposal for a five-year grant to develop and launch a new program entitled "Program on Digital and Cyberspace Policy" as part of the International Institutions: Global Governance initiative currently funded by the Foundation. Key considerations:

- Reviewers should represent a variety of views and be independent of CFR to the extent possible (members of CFR are not barred from review panel);
- If this initiative is a top priority for CFR, Robina ought to consider it, but we need to take care not to commit to funding before satisfied that the initiative is focused to achieve maximum impact;
- Government policy reviewers are very important;
- Questions reviewers will consider will be key to value of reviews.

Hunt will proceed to identify and engage reviewers and will involve Board Members in the drafting of questions for reviewers to address.

Grant Request

Abbott Northwestern Hospital: LifeCourse

Board Members discussed Abbott Northwestern Hospital's request for additional funding for the third year of its implementation of the LifeCourse initiative currently supported by a multi-year grant from the Foundation. The purpose of the additional funding for 2014 is to enable Allina to fully finish the development of the LifeCourse model and to spend more time studying the current model before advancing into an expanded Phase II of the work. This alters the direction of the original proposal since it shifts the purpose of the third year of the overall timeline from model implementation across Allina to deeper study of the Phase I model and further consideration of a transition in Phase II. Hunt alerted the Board that Allina anticipates the following future requests: \$3M – \$4M for 2015; \$10M for 2016 – 2018, which would bring the total for the initiative to ~\$25M. The Board will consider the 2015 request at the March 2014 meeting.

A motion made and seconded to provide up to \$1.27 million in additional funding to support the 2014 activities of ANWH/Allina's implementation of the LifeCourse initiative was unanimously approved by the Board.

Board Members noted that LifeCourse may be the final initiative at ANWH/Allina supported by the Foundation.

Grant Reports

With limited time remaining, the Board decided to forego discussion of the two grant reports included in the Board Book.

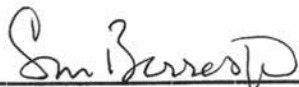
Other Business

Hunt reviewed a draft list of meetings to be held in March during Board visit to Yale University.

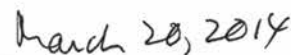
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation Annual Meeting
Meeting Minutes
August 13 – 14, 2013**

The annual meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on August 13 and 14, 2013, at the offices of Faegre Baker Daniels in Minneapolis, MN.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Peter Karoff, and Steve Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant

Recorder: Anne Osberg of Office Team.

August 13, 2013

Call to Order and Welcome

Schroeder, Interim Chair, called the meeting to order and welcomed Board Members and staff.

Election of Chair

Schroeder reported that previous discussions with Board Members indicate unanimous support for election of Blatz to replace Tom Crosby as Chair. To facilitate discussion of compensation for the work of the Chair, Schroeder asked Blatz to leave the room. Berresford provided Board Members with information from other foundations regarding extra compensation for foundation chairs. After discussion,

A motion made and seconded to elect Blatz to a three-year term as Chair and to provide annual compensation of \$15,000 in addition to \$25,000 compensation provided to Board Members was approved unanimously by the Board.

Legal Report

Blatz introduced Gina Kastel, attorney at Faegre Baker Daniels, who has provided legal services to the Foundation in the past and is currently working to close out the Binger Estate. Kastel described work to settle the estate, including review of the accounts to determine whether distribution of the estate assets complied with the Binger Trust and review of the reasonableness of fees charged to administer and close the estate. Kastel noted that some assets included on JP Morgan's Current Residuary Report have been deemed worthless. This will be reflected in the final accounts. Kastel described the steps remaining to close the estate informally through execution of a settlement agreement. After discussion, the Board unanimously approved the resolutions set forth on Attachment 1.

Kastel emphasized that she will work to settle the estate as quickly as possible and will keep the Board apprised of progress.

Foundation Finances

Blatz welcomed Jerry Anderson, Jon Gennaro, and Kim DeBaere from US Bank and Mike Sullivan, Foundation investment consultant, to discuss performance of Robina's assets. US Bank representatives and Sullivan responded to inquiries about the performance of specific assets. Both US Bank and Sullivan stressed that uncertainty concerning the Foundation's term impacts the investment of Foundation assets. They urged the Board to work to provide a degree of certainty

concerning the payout stream so that the Foundation's investment advisors could adjust the investment strategy to match the estimated payout timeframe.

To assist the Board, Sullivan reviewed four possible scenarios for the expenditure of Foundation funds, emphasizing that these are designed to give Board Members a sense of the effect of possible expenditures on the term of the Foundation.

Interviews with Board Candidates Stephen Lewis and Ed Spencer, Jr

Board Members met separately with two of the three board candidates vetted previously by Blatz and Aamoth. Blatz explained that the third candidate, Marianne Short, was unable to attend the Board Meeting due to a long-standing commitment. After discussion, it was agreed that following the Board Meeting, Berresford, Schroeder and Karoff would interview Short via phone or in person and report back after their discussions.

During the meetings with Lewis and Spencer, Board Members described the beginning of their involvement with the Foundation and their interest in the work of the Foundation and talked with the board candidates about their experience and interest in the work of the Foundation.

Following the interviews, Board Members discussed whether they should consider electing one or two new Board Members. Blatz suggested that they may wish to add two members, depending on the Board's assessment of all three of the three candidates vetted for consideration by the Board.

Executive Director's Report

Hunt highlighted several items in the written report found in the Board Book, including the proposal that the Foundation lease the space on the 49th floor of the IDS building in Minneapolis previously leased by Tom Crosby. After discussion,

A motion made and seconded to move the Foundation's office into space previously occupied by Tom Crosby and subject to a lease ending on May 31, 2014, was unanimously approved by the Board.

Hunt called Board Members' attention to the proposed schedule for grant reports attached to the Executive Director's Report and asked if Board Members had questions or concerns about shifting some grants to annual, rather than semi-annual, reports. Board Members expressed support for the changes.

Grant Program Discussion

To follow up on the grant program discussion that took place at the February Board Meeting, Board Members discussed Robina's current approach and ideas to enhance Robina's grantmaking, noting the importance of involving new board members in developing plans for Robina's future. Attachment 2 is a summary of the Board discussion.

Abbott Northwestern Hospital

Blatz welcomed Drs. Penny Wheeler and Eric Anderson, Sandy Schellinger, Kim Radel and Heather Britt to discuss initiatives at Abbott Northwestern Hospital and Allina supported by the Foundation.

Care Guides Initiative / CoPILoT Program

Radel discussed efforts to expand the use of care guides through the website, webinars, and "Care Guide in a Box" material as well as the current staffing of the program, which will permit consulting with six organizations over the next 6 to 9 months. Board Members expressed interest in understanding how outreach could be enhanced if more funding were available.

LifeCourse: Late Life Supportive Care

Anderson and the LifeCourse team used a PowerPoint presentation to describe the organization and current status of the LifeCourse initiative. At the present time 28 people have been enrolled in the program with 24 additional enrollment visits scheduled. Participants come from the Abbott Health Care system. Care guides, who are part of the LifeCourse care team, all have worked with people experiencing end-of-life care. Because of resistance to participation in a program for end-of-life care, LifeCourse is described as a program focused on long term care for the chronically ill. Britt outlined plans for next year, which include analyzing statistics for the first set of enrolled participants, developing plans for new teams, preparation of a proposal for phase 2 funding of the project, and formation of plans to create a control group for the initiative. Per Britt, the goal is enrollment of 450 patients by the end of next year.

University of Minnesota Law School

The Robina Institute of Criminal Law and Criminal Justice / Sentencing Enhancements

Law School Dean David Wippman joined the Board Meeting along with Kevin Reitz and Richard Frase, leaders of the Sentencing initiative of the Robina Institute of Criminal Law and Criminal Justice. Reitz and Frase emphasized the following:

- The movement for more global oriented policy on criminal law;
- The need for a study to validate inclusion of "risk assessment" in determining sentences;
- The importance of work on criminal history as part of risk assessment;
- The goal of the revocation project to recruit 3-5 states and assist in identifying state specific solutions;
- The dilemma of working with parole states.

In response to a question about how the University will work to change sentencing, Reitz and Frase explained that they will seek to provide expert work for state agencies in states with the greatest opportunity for change. Reitz hopes to work with an organization of legislators and will use websites and other materials to take advantage of the current societal attention on the cost of incarceration.

Center for New Americans

Wippman introduced Ben Casper, who will serve as head of the Law School's Center for New Americans. Casper emphasized the Center's important role of supporting immigrants in the Federal courts and reviewed the benchmarks and activities for the first year of operation of the Center. In response to questions from Board Members, Casper indicated that at the end of four years of operation, the Center's programs would, in effect, be a public defender program for the immigration population. Casper expects to focus on cases in the Eighth Circuit Court to reflect Minnesota's high population of immigrants. The goal is to enroll 6 – 8 second and third year students in a high quality clinic to carry 8 – 12 litigation matters in both local and supreme courts this first year, with 12 – 16 students carrying 18 – 24 cases in future years. All of the clinics associated with the Center will have an education and outreach component to educate non-citizens about their rights and attorneys about immigration law.

August 14, 2013

Call to Order

Blatz called the second day of the annual meeting to order.

Minutes from May 14, 2013 Board Meeting

A motion made and seconded to approve the Minutes of the May 14, 2013, meeting was approved unanimously.

Grantee Reports

Yale School of Drama

Board Members reviewed Yale School of Drama's annual report on the Binger Center for New Theatre and Dean Bundy's letter responding to the Board's request concerning a plan to involve playwriting students in the Binger center, a plan for the Production Enhancement Fund and ideas about how to address the apparent lack of synergy between Yale Rep and Yale School of Drama. Bundy also explained his reticence to involve a Review Committee in the Center more often than every five years. After discussion of how best to respond to Dean Bundy, the Board directed Hunt to inquire further about the vision and direction of the Production Enhancement Fund and the Center's target market for the Fund. Additional follow-up on the Center and involvement of a Review Committee will occur during the Board's March meeting at Yale.

Yale Law School

The Board reviewed Yale Law School's second Assessment Report for the Robina Foundation Human Rights Fellowship Initiative, noting in particular the increased cohesion of the program as the numbers increase and the importance of the report's hard data rather than anecdotal comments of participants.

Council on Foreign Relations

International Institutions: Global Governance Initiative

Board Members' review of the Council's report on the fifth year of operation focused on the make-up and work of the Council of Councils and the future of the IIGG initiative when Robina funding ends in 2016 and in conjunction with the cyberspace initiative proposed for funding.

Expanded Diversity Initiative

Blatz called the Board's attention to language in the report and the proposal for additional activities that seems to stress diversity as the subject of the initiative rather than the goal of increasing the diversity of people involved in foreign policy. Board Members asked Hunt to seek clarification from the Council.

Grant Proposals

Council on Foreign Relations: Expanded Diversity Initiative in Foreign Policy – Additional Activities

Hunt introduced the proposal, which expands on the partnership between the Council on Foreign Relations and Humanity in Action by the addition of a new program for graduate students who have expressed interest in international affairs. Board Members noted the additional expense of a program with start-up costs and new personnel. Given the significant level of funding to support the work of Humanity in Action in connection with the program, Hunt was asked to seek advice from Kastel regarding limitations on the Foundation's support for an initiative that includes funding to support organizations beyond the Robina Grantees.

A motion made and seconded to approve a three-year grant totaling \$2,467,411 to support the Expanded Diversity Initiative in Foreign Policy – Additional Activities as detailed in the Council on Foreign Relations' proposal dated July 26, 2013, was unanimously approved, subject to confirmation from Gena Kastel that the Robina Foundation is permitted to provide funding for the CFR/HIA partnership contemplated in the proposal.

Council on Foreign Relations: Program on Digital and Cyberspace Policy

While Board Members acknowledged the importance of the issues the program seeks to address, they expressed the need for outside assistance to evaluate the proposed initiative and to identify benchmarks and deliverables for the program, as well as possible collaborators. Hunt was directed

to explain the need for outside reviewers and work with CFR and others to identify reviewers to assist the Foundation in its assessment of the program.

Board Governance

Blatz identified the governance issues before the Board: term limits, re-election of several current board members and election of one or more new board members.

After discussing the pros and cons of setting a limit on the number of terms Board Members could serve and the appropriate number of terms,

A motion made and seconded to limit Board Members' service to four three-year terms was approved unanimously.

Aamoth and Schroeder each left the room during Board Members' discussion of their candidacy for a fourth term on the Board. Following each discussion, motions made and seconded to elect Aamoth and Schroeder to serve a fourth term on the Board were approved unanimously.

Following discussion of the two candidates interviewed for the Board,

A motion made and seconded to elect Steve Lewis to serve a three-year term on the Board beginning October 1, 2013, was approved unanimously.

Board Members agreed to delay a decision on election of a second new Board Member until after completion of interviews with Marianne Short.

Blatz proposed that she resign her position as Foundation Treasurer and that Lewis be asked to fill the balance of her term.

A motion made and seconded to accept the resignation of Blatz as Treasurer and elect Lewis to serve the balance of her term was approved unanimously.

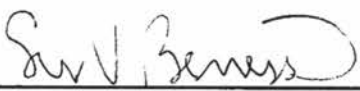
Memorializing Tom

Following discussion of a number of organizations that were important to Crosby, the Board focused on his commitment to Yale and asked Hunt to investigate options for a Yale scholarship in his name. Hunt will report back at the next meeting.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary

11/13/13

Date

ROBINA FOUNDATION

RESOLUTIONS OF BOARD OF DIRECTORS

WHEREAS, the founder of this Foundation, James H. Binger, died November 3, 2004;

WHEREAS, the process to administer Mr. Binger's estate (the "Estate"), of which this Foundation is the residuary beneficiary, has been lengthy and complex because of litigation with private parties and taxing authorities;

WHEREAS, during the administration of the Estate, this Foundation was kept apprised of relevant developments and had the ability to provide input to J.P. Morgan Trust Company, N.A. ("J.P. Morgan"), the Personal Representative of the Estate;

WHEREAS, this Foundation is entitled to review and approve the accounts ("Accounts") for Mr. Binger's Estate and may request court approval of the Accounts;

WHEREAS, legal counsel to this Foundation has reviewed the Accounts for the time frame November 3, 2004 through March 31, 2013, and confirmed that J.P. Morgan has complied with the Estate documents, including Mr. Binger's Will, the James H. Binger Restated Revocable Trust Agreement, and the Settlement Agreement and Releases, as amended, among this Foundation, Jane Mauer, J.P. Morgan, Tartan Farms Corporation, and individual members of the Binger Family;

WHEREAS, this Foundation has already released J.P. Morgan and its affiliates from liability in connection with the partial distributions the Foundation has received from the Estate;

WHEREAS, in October 2012, when the Estate's litigation with the Internal Revenue Service was settled, this Foundation reviewed and approved the legal fees paid by the Estate;

WHEREAS, requesting court approval of the Accounts would prolong the already lengthy process of administering the Estate, delay the distribution of the remaining Estate assets to this Foundation, and cause the Estate to incur additional legal fees and costs, thereby reducing the net amount available to this Foundation for its charitable purposes;

WHEREAS, the Board of Directors deems it in the best interests of this Foundation to settle the Accounts informally, rather than through a court proceeding;

NOW, THEREFORE, IT IS

RESOLVED, that the Accounts for the time frame November 3, 2004 through March 31, 2013, as reviewed by this Foundation's legal counsel and presented at this meeting, are accepted and approved.

RESOLVED FURTHER, that the officers of this Foundation are authorized and directed to take all steps they deem necessary or desirable to settle the Accounts informally with J.P. Morgan, accept the final distributions from the Estate to this Foundation, and complete the administration of the Estate, including negotiating a settlement agreement with J.P. Morgan for Board review, and preparing and executing any other needed documentation.

ATTACHMENT 2

SUMMARY OF DISCUSSION OF ROBINA GRANTMAKING August 13, 2013

While not dissatisfied with Robina's past and current grants to Robina Grantees, Board Members are not excited by the "big ideas" suggested by Robina Grantees and are not convinced that Robina Grantees are as creative with Robina grants as they could be. Discussion at the meeting expanded on the discussion begun in February to identify ways the Foundation's grant program could be improved to become more transformational. Ideas discussed included:

Pros and cons of development of "guiding principles" for Robina grants.

Articulation of a "cohesive idea" as an alternative to "guiding principles" e.g. investing in programs with a unique impact, system change through people, or building a new kind of human resource or capacity.

The importance of reaching out to terrific leaders and supporting them as well as systems that will facilitate their work.

Opportunities to leverage Robina grants to increase their impact.

Caution about "attaching" an endowment at the end of every program supported by Robina.

Understanding that a "big bang" doesn't necessarily mean big dollars.

The importance of communication in the selling or marketing of an idea and the opportunity for Robina to support these efforts in connection with Robina Grants.

The need for Robina to propose new approaches or routes for programs funded by the Foundation, to be more active to improve already good grant proposals, to always consider who would be interested in the implementation of the ideas present in the grants.

The question of whether / how Robina can provide funding to non-Robina Grantees to strengthen a program to be more transformative.

It was agreed that this discussion is not the end of consideration of the Robina Grant Program. The discussion needs to continue with new board members, perhaps at a retreat focused on the grant program.

**Robina Foundation
Meeting Minutes
May 14, 2013**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on May 14, 2013, via conference call.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Thomas Crosby, Peter Karoff, and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Schroeder, Vice Chair, called the meeting to order and welcomed Board Members. Schroeder summarized a conversation with Crosby, who indicated that he is no longer able to serve as Board Chair due to his health situation, and outlined the following plan to transition Board leadership:

- Crosby wishes to resign as Board Chair, but will continue on the Board as his health permits;
- Schroeder will serve as Interim Chair, with the intention that Blatz will be elected chair at the August meeting or before;
- Board Members will interview one or two Board candidates at the August meeting to fill a vacant spot on the Board.

To facilitate the transition, Schroeder asked Berresford to research compensation levels for chairs of foundation boards, and Board Members asked Minneapolis Board Members to identify several Board candidates for consideration at the August meeting, focusing on people who have financial expertise as well as grantmaking experience.

A motion made and seconded to accept Crosby's resignation and elect Schroeder as Interim Chair was approved unanimously by the Board.

Minutes of February 26-27, 2013 Meeting

A motion made and seconded to approve the Minutes of February 26-27, 2013, was approved unanimously by the Board.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book.

Treasurer's Report

The Board reviewed financial information included in the Board Book, noting, in particular, the following:

- The Foundation's portfolio has held up well during turbulent times because of significant cash holdings;
- Foundation financial advisor Mike Sullivan estimates that the Foundation will have approximately \$89 million after the payment of current commitments;
- Material entitled "Robina Foundation Management Agenda" prepared by USbank shows that the value of the portfolio as a whole is up 7.46%, within approximately 1% of the "Robina Custom Benchmark," although some assets trailed their respective benchmarks by more than 1%.

Sullivan encourages the Board to develop scenarios for the expenditure of funds to permit better investing of Foundation assets. The Board agreed to review scenarios at the August meeting.

Legal Report

Board Members reviewed a report provided by Gina Kastel of Faegre Baker Daniels describing the two options to settle the Binger Estate. Crosby described the difficulty and expense of achieving formal court approval of the settlement of the account.

A motion made and seconded to approve execution of a settlement agreement with parties to the estate was approved unanimously by the Board.

Grant Proposals

University of Minnesota Law School

Sentencing Law Program Enhancements

Blatz noted that the University developed the "Timetable and Deliverables" included in the Board Book to address questions and concerns raised at the February Board Meeting and that she, Schroeder and Hunt discussed the new material with Dean Wippman and Professors Reitz and Frase. Funding of this proposal would finalize Foundation support for the Robina Institute on Criminal Law and Criminal Justice. Schroeder and Blatz recommended that the Board commit to five years of funding, subject to review of the University's implementation of the activities described in the Timetable and Deliverables after year three of funding.

Upon a motion made and seconded, the Board approved a five-year grant to the University of Minnesota Law School totaling \$4,353,788, payable as follows: FY2014: \$820,056; FY2015: \$844,658; FY2016: \$869,997; FY2017: \$896,097; FY2018: \$922,980 to support the *Sentencing Law Program Enhancements* described in the University's proposal dated October 29, 2012, with funding for years four and five contingent upon a satisfactory assessment of the work of the initiative at the end of year three based upon the Timeline and Deliverables prepared by the Law School.

Center for New Americans

Board Members discussed the University's revised proposal for a four-year grant to support the pilot of the Binger Center for New Americans, which includes "Benchmarks" requested by the Foundation to be used to evaluate the pilot phase. While the University proposed that this center be named the "Binger Center for New Americans," the Robina Board determined that identifying the Center with the Binger name wasn't appropriate during the pilot phase designed to test the efficacy of the initiative

Upon a motion made and seconded, the Robina Board approved a grant totaling \$4,469,510 to support the implementation of a four-year pilot of the Center for New Americans as described in the University's proposal dated April 30, 2013, with grant payments as follows: FY2014: \$1,349,393; FY 2015: \$1,022,887; FY2016: \$1,039,869; FY2017: \$1,057,361.

The Board agreed to use the "Benchmarks" presented by the University to evaluate the initiative during the pilot phase, as well as at the end of the pilot as part of the Foundation's deliberation concerning an endowment to support the initiative in perpetuity. Board Members emphasized that the Board is not committing to an endowment grant in connection with its support of the pilot and may decide not to provide endowment funding or may position its endowment support as a challenge or matching grant. The Board may decide to engage outside reviewers to assist in an assessment of the success of the pilot. Hunt will convey this information to Dean Wippman.

Grant Reports

Board Members noted that detailed six-month reports are not needed for all grants and asked Hunt to recommend a schedule for submission of reports for consideration at the August meeting.

Abbott Northwestern Hospital COPILOT Program Update

Hunt noted that the program is now called "Care COPILOT" and highlighted ANWH/Allina's effective work since Robina approval of use of remaining Care Guide grant funds to support this initiative aimed at disseminating information about the use of care guides. Board Members expressed interest in learning about the career path of care guides and a willingness to consider a future grant to track care guides.

University of Minnesota Law School Institute of Criminal Law and Justice

Hunt reminded Board Members that Dean Wippman and Professors Reitz and Frase will attend the August Board Meeting.

Public Interest Scholars Program

Following review of the University's annual report on the Public Interest Scholars Program, Board Members asked Hunt to clarify Robina's role with respect to "Loan Repayment Assistance" provided to participants in the program.

Yale Law School

Robina Human Rights Fellowship Initiative

Hunt reminded Board Members that this annual report is submitted for review in May so that payment of Robina's grant commitment can be provided to the Law School before the end of the Law School's fiscal year on June 30. The Law School's annual assessment will be available at the August Board Meeting. Karoff suggested that the August Board Meeting include discussion of support of this initiative and the possibility of support for James Silk.

Yale School of Drama

Binger Center for New Theatre

Board Members discussed the report prepared by the outside review committee included in the Board Book, noting that the report affirms the fundamental thrust of the Binger Center's support for new productions, but expressing great disappointment in Dean Bundy's response to the advisory committee report. Board Members noted in particular:

- Dean Bundy's dismissal of recommendations, perhaps in order to maintain a high level of control over the program;
- The Dean's lack of interest in engagement of the review committee earlier than five years from now;
- The committee's and the Dean's inability to identify ways to improve use of the Enhancement Fund.

Board Members asked Hunt to convey to Dean Bundy the Board's reaction to the report and his response and to request that the Dean prepare a plan to accelerate use of the Enhancement Fund and to involve playwriting students in the Center. The Board also expressed the desire to talk with the new Yale President about the Center and Robina's continued involvement in the Center. Further discussion of Robina's ongoing relationship with Yale School of Drama should be on the agenda for the August Board Meeting.

Other Business

August Board Meeting

Board Members identified items to be discussed at the August Board Meeting.

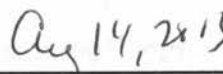
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation Board Meeting
Meeting Minutes
February 26 – 27, 2013**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on February 26 and 27, 2013, in the New York City offices of the Council on Foreign Relations.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Thomas Crosby, Peter Karoff, and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Guests present: Richard Haass, James Lindsay, Stewart Patrick and Suzanne Helm with the Council on Foreign Relations were present during a portion of the meeting.

Jessica Abreu from OfficeTeam was present and served as recorder.

Discussion of Robina's Future Grantmaking

To follow up on the November meeting discussion of "big, bold ideas" submitted by Robina Grantees and Board Members, Board Members devoted the morning to an internal discussion of the future direction of the Foundation. A summary of the discussion is attached to these minutes as Attachment 1.

Board Members agreed to:

- Explore the possibility of a "Robina Award";
- Fund a pilot of the Binger Center for New Americans at the University of Minnesota Law School if agreement is reached on benchmarks and other elements of the four-year pilot;
- Continue working with Abbott Northwestern Hospital/Allina on the elements of the *LifeCourse* initiative and its implementation to determine if institutionalization of the initiative is possible and whether this could be a major initiative of the Foundation;
- Consider expansion of the Council on Foreign Relations' Diversity Initiative;
- Work to determine appropriate future support of the Council on Foreign Relations' *International Institutions: Global Governance Program* and Yale Law School's *Robina Human Rights Initiative*.

Council on Foreign Relations

Crosby welcomed guests from the Council on Foreign Relations:

Richard Haass, President

Jim Lindsay, Senior Vice President, Director of Studies

Stewart Patrick, Senior Fellow and Director, International Institutions: Global Governance

Suzanne Helm, Vice President for Development

Haass, Patrick and Lindsay discussed the Council on Foreign Relations' reports:

International Institutions: Global Governance Six-Month Report: Patrick and Haass stressed that from the beginning of the IIGG initiative CFR recognized that existing institutions were not adapting to changed and changing circumstances. The goal of IIGG is to strengthen existing bodies and complement them with new regional organizations, ad hoc coalitions and public/private partnerships. CFR provides the basic original intellectual work on issues that governments are too busy to tackle and that universities approach from a theoretical perspective. Haass and Patrick described the successes of the IIGG initiative and Patrick's growing importance in the field and acknowledged several areas where IIGG "stumbled": the Council of Councils' start was slower than expected; the Global Governance Scorecard was delayed; and IIGG's work in the area of "International Peacekeeping" was not successful.

Haass identified three issues that CFR sees as key during the next five to ten years:

- Cyber security
- Health (non-communicable diseases and obesity)
- Climate change

All three of these issues could be under, at least in part, IIGG.

Expanded Diversity Initiative: Annual Report: Lindsay stressed the strong start to the initiative, which involves a partnership with Humanity in Action, but noted that the administrative work is heavier than CFR contemplated. CFR would be interested in working with HIA to determine if the partnership could be expanded with new approaches to increase diversity in foreign affairs.

Regarding funding, Haass acknowledged that CFR is committed to the issues addressed by the IIGG initiative. Limited funding might be available from others, but Robina Foundation funding has been crucial. Going forward, matching gifts or a challenge grant might be effective. CFR would be interested in identifying a program to honor Jim Binger.

Wednesday, February 27, 2013

Welcome and Call to Order

Crosby called the meeting to order and welcomed Board Members to the second day of Robina Foundation's Board Meeting.

Minutes of November 13, 2012 Board Meeting

A motion made and seconded to approve the Minutes of November 13, 2012, Board Minutes was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book.

Treasurer's Report / Legal Report

Crosby reported on the current status of the Foundation's assets:

- Tartan Partnerships have been transferred from the estate to the Foundation.
- Information on the "Other Assets" identified in JP Morgan's report on the Binger Estate will be available for Board review at the August Board Meeting.
- "Venture Capital Assets" are now held by USBank. Research is underway to determine if the value shown on reports can be realized.
- Documents to facilitate the IRS tax refund have been executed. The State of Minnesota has paid its refund.

Board Members noted the sizable legal fees charged by JP Morgan. Given the complexity and cost of challenging the fees, Crosby recommended that the Foundation not pursue review of detailed attorney invoices and a possible challenge to the fees. Board Members concurred with Crosby's recommendation.

Sullivan's Quarterly Report

Crosby reported that Foundation assets are invested approximately as recommended by Sullivan. Investment in bonds will be considered when funds are received from JP Morgan.

CBIZ Report

Noting that the current report is not audited, Board Members agreed to consider an audit once all of the funds have been received from JPMorgan.

2013 Operating Budget

Hunt called Board Members' attention to the fact that fees for the management of the Foundation's assets and expenses related to the ownership of the condominium are now included in the Operating Budget.

A motion made and seconded to approve the 2013 Operating Budget was approved unanimously.

Grant Proposal

University of Minnesota Law School: Sentencing Law and Policy Program Enhancements

The Board deferred a decision on the University of Minnesota's request for funding to support four programs to advance the work of the sentencing stream of the Robina Institute for Criminal Law and Criminal Justice pending further information concerning:

- The yearly activities and deliverables for the programs;
- How the budget for each program was developed; and
- The University's future requests for additional support for the Robina Institute for Criminal Law and Criminal Justice.

Blatz and Hunt agreed to discuss these questions with Dean Wippman and report back to the Board.

Grant Reports

Abbott Northwestern Hospital / Allina: *LifeCourse* Annual Report

Board Members noted that the team working on *LifeCourse* has struggled with cohesion and the lack of patient contact because the early enrollees in the program are in long-term care. Hunt agreed to learn more about Abbott's plans to enroll patients still living at home as well as the initiative's approach to dissemination of information concerning the initiative and end-of-life care.

Yale School of Drama: *Binger Center for New Theatre* Six-Month Report

Hunt noted that the advisory committee's review of the Binger Center should be available for consideration at the May Board Meeting and that next fall Yale Corporation will provide a report on the status of the Foundation's endowment funds.

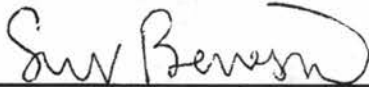
Other Business

Board Members discussed the dates for future 2013 Board Meetings and possible agenda items for the May and August meetings.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary

MAY 15, 2013

Date

SUMMARY OF DISCUSSION OF ROBINA GRANTMAKING
February 26, 2013

General Discussion

Current Status

- Generally content with where things are and optimistic about the potential, although recognize that Robina Grantees may have more capabilities than what they currently bringing forward.
- No "big bets" have emerged, but there are programs "on the runway" which could enable the Board to make educated bigger bets ("bings") in the future.
- Reconfirmed that Robina assets should not be divided equally among Robina Grantees and that having all four Robina Grantees work on one idea to achieve transformational change is not achievable.

Future Grantmaking

- While a legacy is important, Robina's focus on four Robina Grantees rather than on a particular mission makes moving forward to achieve a transformational goal more difficult.
- Need to know how to increase confidence in an organization and a program in order to determine whether to provide higher levels of support. The Board should review existing commitments to determine if there is a good idea that can be built upon.
- Difficult to generate transformational projects and assess if the projects are contributing to overall goals.
- In order to leave a legacy it is crucial to consider things from a global view to determine how Robina Grantees can contribute to broader issues.
- Importance of very large grants. Several views:
 - One (or several) very large grants may not be possible.
 - Smaller multiple investments may be the best approach.
 - Not doing a \$50 million project is okay: Robina grant to YSD was not a huge grant.
 - It is disappointing that big bets are not clear.
 - One big idea would be "a wise idea."

Specific Programs / Initiatives

Award

Interest in considering an award. Karoff agreed to outline several options.

Twin Cities Initiative

Interest in identifying a named initiative in the Twin Cities, but split on whether should focus on the University of Minnesota Law School or Abbott Northwestern.

Abbott Northwestern Hospital / Allina: LifeCourse Initiative

- Board split on level of confidence in ANWH and the ability of the LifeCourse initiative to be a transformative project and Abbott to be the location of a Robina legacy.
- Need to see if they can institutionalize the program.
- Questions: enrollment of people who aren't in nursing homes; dissemination of information outside of public radio.

University of Minnesota Law School / Robina Institute on Criminal Law and Criminal Justice

Although Dean Wippman is proposing the Binger Center as the U's "big idea," Board expressed some interest in focusing on criminal law and the Robina Institute.

University of Minnesota Law School / Binger Center

- Concern that the U has so much work to do that not in the position to take on a global issue, but interest expressed in an immigration initiative:
 - Immigration has the potential for transformational nationwide change.
 - Although a "messy" issue because legislation is involved, immigration is an important issue on the brink of movement – may be an important time for an immigration initiative.
 - Immigration could prove to be transformational to human rights issues.
- Premature to endow, but prospects are exciting.
- Binger Center could become a big bet in a few years if strategic benchmarks are set and achieved.

Council on Foreign Relations

- Agreement that CFR will not be the focus of a big bet.
- Enthusiasm for program spending instead of endowment, although might consider a modest endowment of IIGG or a chair.
- Funding may help their cause, but there is no Robina Direction or control.

Yale / Yale School of Drama / Binger Center for New Theatre

Excellent grant because of the extraordinary vision of James Bundy, Yale School of Drama's ability to execute the initiative, the focus of the initiative in an area where funding is needed and the great potential to spur a generation of emerging talent.

Yale / Yale Law School

YLS's work in human rights has the potential to provide transformational change.

**Robina Foundation Board Meeting
Meeting Minutes
November 13, 2012**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 13, 2012, via conference call.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Thomas Crosby, Peter Karoff, and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Crosby, Chair, called the meeting to order and welcomed Board Members.

Minutes of July 31 – August 1, 2012 Annual Meeting

A motion made and seconded to approve the Minutes of July 31 – August 1, 2012 annual meeting was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book.

Discussion of Robina's Future Grantmaking

Board Members reviewed "big, bold ideas" for the Foundation's future submitted by Robina Grantees and Board Members. Although it was determined that the request for bold ideas did not generate new directions for the Foundation, the Board discussed the ideas submitted and identified a few ideas that might merit further discussion, including:

Abbott Northwestern Hospital: While ANWH's submission did not include specific ideas, Board Members appreciated the business model outlined and may in the future ask for more detail.

Council on Foreign Relations: Of the ideas put forth by CFR, Board Members expressed interest in understanding how CFR could become more involved with global health, in particular, how CFR would work with or relate to work of other foundations currently involved with global health issues. Global warming also is of interest to Board Members. When the Board meets with CFR in February, the Board will want to discuss those two items to get a sense of what CFR is doing or could do in those fields, as well as the evaluation of CFR's partnership with Humanity in Action to expand diversity among foreign policy professionals.

University of Minnesota Law School: Board Members asked Blatz and Hunt to work with Dean Wippman to learn the University's response to the following questions about the University's proposal for the "Binger Center for New Immigrants":

- Is there a bigger vision to impact immigration policy behind the vision articulated for the pilot phase of the Binger Center?
- Does the University have the manpower to pull off the center as described?
- Should we hire an outside expert to help us understand the value of creation of the Binger Center, not only for students who would participate, but also for the broader field?

Yale: Of the six proposals submitted, Board Members expressed interest in continuation of support for the Robina Human Rights Initiative at Yale Law School and Yale's ideas for changes at Yale School of Management to "Redefine Global."

Board Members decided to dedicate time at the February Board Meeting for a thorough internal Board discussion of the future direction of the Foundation.

University of Minnesota Law School

Sentencing Law Program Enhancements

Following discussion of the four options proposed by the University of Minnesota to enhance the sentencing law work of the Robina Institute for Criminal Law and Criminal Justice, Blatz and Hunt agreed to talk with Dean Wippman about the U's priorities among the four alternatives and the possibility of engaging an expert to help the Board assess the status of the sentencing initiatives and the opportunities for enhancement.

Abbott Northwestern Hospital

Following discussion of Abbott Northwestern Hospital's proposal for the use of funds remaining from the Robina Foundation's grant to support the Care Guide Initiative

Upon motion made and seconded, the Board unanimously approved the expenditure of approximately \$2 million in funds remaining from the Care Guide Initiative to support the establishment of the *Center for Promoting the Inclusion of Laypeople on Care Teams (CoPILOT)* as described in Abbott Northwestern Hospital's proposal included in the Board Book.

Treasurer's and Legal Report

Crosby reviewed Mike Sullivan's Quarterly Financial Report dated September 30, 2012, noting in particular that thanks to Ed Spencer who advocated conservative financial management, the Foundation's assets have not been adversely affected by changes in the market. Notwithstanding Sullivan's view that the Foundation should hold U.S. bonds rather than the corporate bonds currently in the Foundation's portfolio, the Foundation's returns have been 2% - 2.5%. At Board Members' request, Crosby will obtain more detailed information on the Foundation's Flag Venture Partnerships to understand the substance of the partnerships and their realistic value.

Crosby reported that a stipulation concerning the IRS refund should be signed on or about November 15, 2012, so that payment of funds owed to the Foundation should take place 30 to 60 days after the date the stipulation is signed. Notwithstanding the high fees paid by the Foundation in connection with settlement of the Binger Estate, challenging the fees is not advised due to the time and effort involved.

Other Business

Board Members discussed plans for the December visit to Yale and 2013 meeting dates.

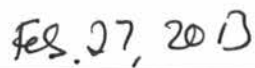
Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary



Date

**Robina Foundation Annual Meeting
Meeting Minutes
July 31 – August 1, 2012**

The annual meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on July 31 and August 1, 2012, at the offices of Faegre Baker Daniels in Minneapolis, MN.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Thomas Crosby, Peter Karoff, and Steve Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant

Recorder: Mary Lou White

July 31, 2012

Call to Order and Welcome

Crosby, Chair, called the meeting to order and welcomed Board Members and guests.

Abbott Northwestern Hospital

Care Guides Initiative

Drs. Dick Adair and Penny Wheeler joined the Board to provide current results from Phase II of the Care Guide Initiative and to thank the Board for its financial support of the program and for the personal assistance of Board Members who provided valuable advice on staffing of the program and communication of results through the publication of journal articles. Discussion centered on the demographics and career path of care guides, the difficulty of collecting accurate cost data in an open-ended system and strategies for submitting articles for publication.

Wheeler discussed ANWH's proposal to use funds remaining from Robina's Care Guide Grant (approximately \$1.5 million) to develop and implement the "Robina Foundation Care Guide Learning Center." Wheeler agreed to work with Hunt on the use of a portion of the remaining funds for preparation of a proposal for the Center to be submitted for consideration by the Board at the November meeting.

Late Life Supportive Care Initiative (LLSC)

Wheeler introduced Dr. Eric Anderson, Sandy Schellinger, Heather Britt and Kim Radel, leaders of the Late Life Supportive Care Initiative supported by a multi-year grant from the Foundation. The LLSC team provided an update on their progress in developing the framework for the initiative, emphasizing their efforts to listen to patients' stories to assure that the initiative is patient-centered rather than system-focused. The goal is to move care consideration upstream so that patients have a better experience in the last years of their lives.

Board Members inquired about the ethnic diversity of the advisory committee overseeing the development of the model and use of radio and social media as well as television to educate the public about end of life issues. Hunt will follow up with Anderson on these questions.

University of Minnesota Law School

The Robina Institute of Criminal Law and Justice

Crosby welcomed Dean David Wippman and Kevin Reitz and Richard Frase, leaders of the sentencing initiative within the Robina Institute. Reitz highlighted statistics on incarceration rates around the world, emphasizing that the United States leads the world in incarceration rates with incarceration of U.S. blacks seven times that of whites. Although crime has not increased, spending in the criminal justice system is out of control. Reitz and Frase see a convergence of factors that enhance the possibility of making changes to the system where even small changes could make a difference in hundreds of thousands of lives. Wippman, Reitz and Frase believe the University is well positioned to help bring about change.

Board Members inquired about ways to enhance the Robina Institute to make its work more effective. Hunt will follow up with Wippman to discuss options, including additional funding for National Association of Sentencing Commissions and further work with state sentencing systems to make sentencing more rational, reduce racial disparities, increase the use of risk assessment, and improve cost effectiveness.

Binger Center for New Americans

Wippman explained how the initiative described in the Board Book would address important legal issues facing new immigrants in the Twin Cities community while providing much needed clinical experience for U of M law students.

Following Wippman's departure, Board Members directed Hunt to follow up with Wippman to explain that Robina is not interested in endowing the Binger Center at this point, but would be willing to consider a three-year grant to launch a more modest initiative if Wippman believes that is a top priority for the law school.

Council on Foreign Relations

International Institutions and Global Governance (IIGG)

Following discussion of CFR's annual report on the work of the IIGG,

A motion made and seconded to approve the payment of \$2,046,627 as the Foundation's 2012 installment payment on its five year grant was unanimously approved.

The Board asked Hunt to follow up with CFR to obtain additional detail on the budget included in the annual report.

Yale School of Drama

Karoff and Hunt identified areas of focus for the Binger Center for New Theatre: the Program Production Enhancement Fund, the upcoming evaluation, and plans for the coming year. Hunt will follow up with YSD on these items and on plans for the December 6 reception to celebrate Robina's endowment grant to establish the Binger Center.

Yale Law School

After reviewing YLS's Assessment Report and accompanying chart of human rights activities, Board Members directed Hunt to learn more about the Kirby Simon Summer Program, in particular the level of non-Robina funding supporting the program.

Foundation Grant Program

After discussing the possibility of bringing representatives of Robina Grantees together to discuss Robina's grant making and opportunities for the future, Board Members decided to ask Robina Grantees for creative and bold ways the Board could make future grants as a way to explore whether making a few very large grants would achieve significant impact and expedite spending down the Foundation's assets, issues to be discussed by the Board. Board Members directed Hunt to draft a letter to Levin, Wippman, Wheeler and Haass asking for their ideas for discussion at the November Board Meeting. Board Members will also be asked to provide their ideas for the future of the Foundation.

August 1, 2012

Welcome and Call to Order

Crosby called the meeting to order and welcomed Board Members and guests to the second day of Robina Foundation's Annual Meeting.

Foundation Finances / Treasurer's Report

Crosby welcomed Jerry Anderson, Joe Hinderer, and Tim Towle from USbank Private Client Reserve, and the Foundation's investment consultant Mike Sullivan, who discussed the current investment of the Foundation's assets. The USbank portfolio management team took Board Members through the "Investment Relationship Review" handed out at the meeting, noting that the portfolio is essentially flat for the year and emphasizing:

- The goal of a market portfolio that has a low level of volatility with respect to equities;
- Plans to create a more stable portfolio by shifting away from corporate bonds to government bonds; and
- The need for four years of safe money to weather any downturns that may occur.

Crosby asked USbank to research the value of "Other Assets" currently held by JP Morgan.

Although Sullivan thinks the overall portfolio is satisfactory, he expressed concern for the market exposure in the current portfolio. The goal should be 50/50 (risk free investments/investments at risk of the market). He recommends that cash received from the IRS and from JP Morgan Chase be maintained in short-term investments to bring the portfolio more in balance and emphasized that the Foundation's spending pattern will determine the investment strategy and allocation of the portfolio. Sullivan will work with the USbank team to revise the reporting of "Selected Period Performance" for better comparison of results.

Crosby reported that the final figure submitted to the IRS calls for an estate tax refund of \$12,847,000 and that the Foundation now owns the 301 Clifton condominium.

Minutes from May 15, 2012 Board Meeting

A motion made and seconded to approve the Minutes of the May 15, 2012 meeting was approved unanimously.

Executive Director's Report

Hunt recapped accomplishments during the past year, noting in particular Gilbert's role in executing the Foundation's work.

Board Executive Session

Hunt, Gilberg and White left the room so that the Board could convene an executive session.

Governance

Board Members decided to defer discussion of Board Size/Composition and Term/Term Limits for a year. After a review of information about compensation of board members included in the Board Book, Board Members confirmed that the current Board Member compensation is appropriate for the coming year. For the time being, the designation of Board Members as "Lead Directors" for specific Robina Grantees will continue. Board Members asked Hunt to solicit each Board Member to determine Board Members' interest in being involved in phone calls and conversations with other Robina Grantees, but emphasized that we must take care not to confuse Robina Grantees about their contacts with the Foundation.

Following discussion of the roles of the Foundation's officers,

A motion made and seconded to appoint the following officers: Chair: Crosby; Vice Chair: Schroeder; Secretary: Berresford; Treasurer: Blatz was approved unanimously.

Following review of Board Members' terms,

A motion made and seconded to elect Karoff to a third three year term was approved unanimously.

Meeting Dates

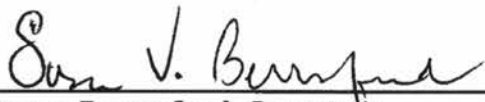
Gilberg confirmed arrangements for the Board's December 6 reception and play at Yale and asked Board Members to inform her of flight arrangements. Board Members agreed to change the time of the November 13, 2012 conference call to accommodate Board Members' schedules and to hold the February 2013 meeting in New York City rather than in Minneapolis. Meetings in May, August, and November 2013 were scheduled as follows:

May 14, 2013: Conference Call: 9:30 a.m. – 11:30 a.m. (CDT)
August 12 – 14, 2013: Annual Meeting in Minneapolis
November 12, 2013: Conference Call: 10 a.m. to 12 noon (CST)

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,



Susan Berresford, Secretary

11/14/12

Date

**Robina Foundation
Meeting Minutes
May 15, 2012**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on November 15, 2011, via conference call.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Thomas Crosby, Peter Karoff, and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Mary Lou White was present and served as recorder.

Welcome and Call to Order

Crosby, Chair, called the meeting to order and welcomed Board Members.

Minutes of February 14-15, 2012 Meeting

Blatz proposed that the description on page 2 of the minutes in the Board Book outlining actions to be accomplished to finalize the grant to Yale School of Drama be clarified to specify that the final grant amount would take into account early payment of the grant and an appropriate discount of the grant amount.

A motion made and seconded to approve the Minutes of February 14-15, 2012, as amended, was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to several items in the Executive Director's Report in the Board Book.

Treasurer's and Legal Report

Crosby called the Board's attention to several details in the "Assets and Grants," "Assets Detail," and Quarterly Financial Report, including:

- The Foundation's assets and cumulative grants reflect a \$150 million foundation, which is considerably larger than earlier estimates of the Foundation's size;
- Future reports from Mike Sullivan will include information on the total grants made during the quarter;
- After receipt of the IRS refund and payment to Yale School of Drama, Sullivan will shift funds from corporate bonds to more secure investments;
- The Foundation's investment program is going well, in part because of a fairly large holding of Apple stock;
- While the Foundation has not received the IRS refund, the figure of \$12,445,745 included in the reports is an accurate figure according to all parties.

Crosby reported that he has requested that JP Morgan transfer funds to the Foundation to cover the commitment to Yale School of Drama since even after the transfer JP Morgan would retain sufficient funds to cover unforeseen situations.

Grant Program

Board Members reviewed the chart of Foundation Grants included in the Board Book, noting in particular "placeholder" numbers inserted to help the Board understand the potential

impact of future funding at current levels. Karoff emphasized that the Board should remain flexible and not view the pattern of funding reflected in the chart as a given.

Crosby led a discussion of Robina oversight of the work of Robina Grantees by attendance at meetings and other activities related to the programs funded by the Foundation, citing his recent attendance at University of Minnesota Law School conferences as helping him understand better the program area and reinforcing Robina's role as a partner with its grantees. Two kinds of meetings are involved: on-site visits as part of grant reviews, which should be scheduled regularly with each Robina Grantee, and attendance at other meetings to observe Robina-funded programs in action. Hunt will ask Robina Grantees to alert us to opportunities to observe program activities. In some cases, a Robina Board Member could serve as an ex-officio, non-voting member of a committee such as the advisory committee to evaluate the Yale School of Drama Binger Center for New Theatre or an advisory committee for the LLSC program at ANHW.

Yale School of Drama

Crosby called the Board's attention to the fully-executed indenture which governs the Foundation's \$18 million grant to support the Binger Center for New Theatre, noting in particular the Foundation's ability to designate a successor organization to oversee the Center after the Foundation's sunset.

University of Minnesota Law School

Institute of Criminal Law and Justice

Crosby and Hunt reported on Institute conferences they attended, which highlighted practical aspects of the Institute. They noted further the numerous practitioners attending Institute conferences and the importance of the networking that occurs at the conferences. Blatz, Crosby and Hunt will continue to attend Institute events when possible.

New Proposals

Board Members discussed two proposals submitted by the University of Minnesota Law School: *Clinic Funding Opportunities* and *Public Interest Scholars Program*.

Upon motion made and seconded the Board approved a five-year grant to the University of Minnesota Law School to support the Public Interest Scholars Program in the total amount of \$3,501,623, payable as follows: Year 1: \$379,800; Year 2: \$694,544; Year 3: \$809,355; Year 4: 813,736; Year 5: \$804,188.

Board Members, with the exception of Aamoth, voted in favor of providing this grant.

Abbott Northwestern Hospital

Care Guides in the Primary Care Office

Board Members discussed the final report from ANWH on the results of Phase II of the Care Guides in the Primary Care Office funded by the Robina Foundation. Dr. Adair will attend the July Board Meeting to discuss the results of Phase II and ANWH/Allina's plans to expand the system to provide Care Guides in all Allina primary care clinics.

Late Life Supportive Care Program (LLSC)

Schroeder will meet with Dr. Anderson in advance of the July Board Meeting, and Dr. Anderson and other leaders of the programs will make a presentation at the meeting.

Yale Law School

Robina Human Rights Fellowship Initiative

Karoff and Hunt described their conversation with Jim Silk, Kate Norton and Katie Lawder concerning the Robina Human Rights Fellowship Initiative. All agreed that this year's report was the best ever and more clearly places the Robina program within YLS's other human rights programs. Karoff described, in particular, his conversation with Silk concerning how YLS could provide leadership among law school human rights programs to broaden the impact in the human rights field. Yale will provide its annual assessment of the initiative for review at the July Board Meeting.

Upon motion made and seconded, the Board unanimously approved payment to Yale Law School of the \$1 million 2012 installment of the Foundation's three-year grant to support the Robina Human Rights Fellowship Initiative.

Other Business

Board Members discussed the agenda for the July Board Meeting, including how to develop plans for a meeting with Robina Grantees at the February 2013 Board Meeting. Hunt will survey Board Members in advance of the July meeting to develop several scenarios for a meeting with all grantees.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,


Steven A. Schroeder, Secretary


Date

**Robina Foundation
Meeting Minutes
February 14 – 15, 2012**

A meeting of the Board of Directors of the Robina Foundation, a Minnesota nonprofit corporation, was held on February 14 and 15, 2012, at the Four Seasons Resort in Santa Barbara, California.

Directors present: Gordon Aamoth, Susan Berresford, Kathleen Blatz, Thomas Crosby, Peter Karoff, and Steven Schroeder.

Staff present: Penny Hunt, Executive Director, and Nancy Gilberg, Administrative Consultant.

Pamala Blane of Office Team was present and served as recorder.

February 14, 2012

Welcome and Call to Order

Crosby, Chair, called the meeting to order and welcomed Board Members and guests Diane Meier and Roger Warren.

Presentation / Discussion with Diane Meier

Schroeder introduced Diane Meier, MD, FACP, Director of the Center to Advance Palliative Care, a national organization devoted to increasing the number and quality of palliative care programs in the United States. Dr. Meier's presentation, *Palliative Care 2012: Matching Care to Our Patients' Needs*, provided Board Members with background on the development and purpose of palliative and the current status of palliative care treatment in the United States.

Presentation / Discussion with Roger Warren

Blatz introduced Judge Roger Warren, President Emeritus of the National Center for State Courts and Director of NCSC's national sentencing reform project. Judge Warren's presentation, *State Sentencing and Corrections Reform: A Judicial Perspective*, highlighted issues in the criminal justice systems and the work of Justice Reinvestment to apply evidence-based practices and evidence-based sentencing to impact recidivism in the criminal justice system.

Grant Program

After reviewing material showing spending levels and impact on the longevity of the Foundation, Board Members confirmed that the Foundation will not seek parity in the grants to Robina Grantees and discussed ideas for the Grant Program going forward. Ideas put forth included:

- The need to not just "go with the flow," but rather to think more intentionally/strategically to find an approach or approaches with the potential for truly transformational grantmaking;

- The opportunity to re-visit possibilities for a "common theme" among the work of Robina Grantees;
- Opportunities to push and explore collaboration among multiple Robina Grantees for collaboration;
- The freedom permitted by Robina Bylaws to fund a variety of opportunities at Robina Grantees.

Board Members discussed the need to set aside a portion of the July 2012 or February 2013 Board Meeting to brainstorm options/approaches for the future, with the possibility of bringing representatives of Robina Grantees together at a future Board Meeting. Hunt will follow up with Board Members to identify preliminary thoughts for this process.

Major Multi-Year Grants

Yale School of Drama: Center for New Theatre

Board Members discussed Yale School of Drama's proposal for endowment funding of the Center for New Theatre to be called the "Binger Center for New Theatre." Emphasizing the transformational impact of a grant of this size and the potential for "shock waves" in the theater world,

Upon motion made and seconded the Board approved funding for the Binger Center for New Theatre at Yale University consistent with the proposal dated August 1, 2011, in an amount to be determined to accomplish the financial objectives on page 14 of the proposal, to be funded, if possible, with one payment prior to June 30, 2012.

The Board called Dean James Bundy of Yale School of Drama to tell him the Board's decision. Needless to say, the Dean was surprised and very pleased.

To finalize the grant the following is needed: determination of the actual amount of the grant in consultation with Mike Sullivan and Yale to give effect to early grant payment and appropriate discount of the grant amount; discussion with Dean Bundy concerning the use and expansion of the Performance Enhancement Fund; agreement on the timing of the evaluation; consultation with the Binger Family about the name of the center; agreement on the grant indenture; clarification with Yale that this large grant will dominate Robina's major support at Yale.

Abbott Northwestern Hospital

Board Members discussed material provided by ANWH describing the launch of the *Late Life Supportive Care* initiative and the connection with Twin Cities Public Television, noting in particular the opportunity for this project to be a model for community hospitals if the initiative is successful and ANWH markets it effectively. The Board will look for demonstrable evidence of success during the first three years before providing additional funding.

University of Minnesota Law School: Institute of Criminal Law and Criminal Justice

To follow up on information presented by Roger Warren and Board Members' concerns about the leadership of the Institute, Board Members directed Crosby, Blatz and Hunt to meet with Dean Wippman to determine whether Institute leaders are aware of the work described by Judge Warren, to suggest that the U could assist this work by consolidating information and providing thought leadership in the reform of the criminal justice system and to convey the Board's reservations about Mike Tonry's role with the Institute.

Discretionary Grants

Council on Foreign Relations: Expanded Diversity Initiative in Foreign Policy

Upon motion made and seconded, the Board approved a three-year grant to the Council on Foreign Relations to support the *Expanded Diversity Initiative in Foreign Policy* in accordance with the schedule attached to the proposal subject to adjustment of indirect costs related to the work of Humanity in Action.

The Board directed Hunt to inform CFR that the Robina Foundation is not interested in supporting the addition of an initiative in London and to request that CFR's reports to the Foundation include information on CFR's demographics.

Yale University: Transforming Undergraduate Science Education

In view of the decision to endow the Center for New Theatre, the Board decided not to provide support for the science education initiative.

University of Minnesota Law School: Center for Innovation in Environmental and Energy Law

Board Members expressed the preference to focus on the University's Institute for Criminal Law and Criminal Justice rather than provide funding for implementation of another center.

University of Minnesota Law School: Additional Funding Options

Board Members discussed brief descriptions of additional opportunities to support the University of Minnesota Law School and expressed interest in reviewing proposals for the following: Robina Clinical Teaching Fellowships and Additional Clinic Faculty.

February 15, 2012

Welcome and Call to Order

Crosby called the meeting to order, welcomed Board Members to the second day of the Robina Foundation Board Meeting and thanked Peter and Marty Karoff for hosting last night's Board dinner.

Minutes from November 15, 2011 Board Meeting

A motion made and seconded to approve the Minutes of the November 15, 2011, meeting was approved unanimously.

Executive Director's Report

Hunt called Board Members' attention to the Executive Director's Report in the board book.

Treasurer's and Legal Reports

Crosby reviewed the path to recovery of funds from the IRS, including the work done by McDermott Will & Emery and JP Morgan. Settlement should be achieved by the end of March with the result that the Foundation will receive most of the estate's assets currently held by JP Morgan as well as the IRS payment. To finalize the settlement, the Foundation will need to approve the estate accounting.

Board Members reviewed reports on the Foundation's assets and expressed interest in receiving quarterly statements from US Bank and/or Mike Sullivan that show the performance of the Foundation's assets.

Hunt presented the proposed 2012 Foundation Budget included in the board book for approval. After discussion of the proposed budget,

A motion made and seconded to approve the 2012 Operating Budget was approved unanimously.

Board Members suggested that US Bank's investment management fees be added to the budget to give a more complete picture of the Foundation's expenses.

Other Business

Foundation support for Board travel and expenses

Board Members discussed Foundation support for Board Members' participation in activities related to Robina Grantees and determined that a request for support is appropriate when the activity is directly related to a program supported by the Foundation and where Foundation involvement is sought out by the CEO of the Robina Grantee. Upon receipt of a Board Member's request, the Robina Board will determine whether Foundation support is appropriate.

Electronic Board Books

Board Members discussed use of iPads and software designed to facilitate electronic "board books" as a possible way to streamline the Foundation's and Board Members' work. Gilberg will research options and feasibility.

July Board Meeting

Board Members re-visited earlier discussions concerning the Foundation's Grant Program and suggested that Hunt poll Board Members for ideas for collaboration/cross pollination and for visions of the Foundation's future work.

Adjournment

There being no other business, the meeting was adjourned.

Respectfully Submitted,

Steven A Schroeder

5.15.12

Steven A. Schroeder, Secretary

Date