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# Ethel and James Flinn Foundation

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**Financial Report**  
**December 31, 2019**

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## **Independent Auditor's Report**

To the Board of Directors  
Ethel and James Flinn Foundation

We have audited the accompanying modified cash basis financial statements of Ethel and James Flinn Foundation (the "Foundation"), which comprise the modified cash basis balance sheet as of December 31, 2019 and 2018 and the related modified cash basis statement of income, expenses, and changes in net assets for the years then ended, and the related notes to the modified cash basis financial statements.

### ***Management's Responsibility for the Modified Cash Basis Financial Statements***

Management is responsible for the preparation and fair presentation of these modified cash basis financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of modified cash basis financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these modified cash basis financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the modified cash basis financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the modified cash basis financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the modified cash basis financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the modified cash basis financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the modified cash basis financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Opinion***

In our opinion, the modified cash basis financial statements referred to above present fairly, in all material respects, the modified cash basis financial position of Ethel and James Flinn Foundation as of December 31, 2019 and 2018 and the changes in its net assets for the years then ended on the basis of accounting described in Note 2.

### ***Emphasis of Matter***

As described in Note 3 to the modified cash basis financial statements, the modified cash basis financial statements include investments of approximately \$15 million (approximately 22 percent and 24 percent of net assets) as of December 31, 2019 and 2018, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the investment managers. Our opinion is not modified with respect to this matter.

To the Board of Directors  
Ethel and James Flinn Foundation

***Basis of Accounting***

As described in Note 2, these modified cash basis financial statements were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

*Plante & Moran, PLLC*

July 9, 2020

## Ethel and James Flinn Foundation

# Modified Cash Basis Balance Sheet

December 31, 2019 and 2018

	2019	2018
<b>Assets</b>		
<b>Assets</b>		
Cash (Note 2)	\$ 211,877	\$ 209,874
Investments (Note 3)	65,813,723	60,206,315
Total assets	<u>\$ 66,025,600</u>	<u>\$ 60,416,189</u>
<b>Liabilities and Net Assets</b>		
<b>Liabilities</b>	\$ -	\$ -
<b>Net Assets</b> - Without donor restrictions	66,025,600	60,416,189
Total liabilities and net assets	<u>\$ 66,025,600</u>	<u>\$ 60,416,189</u>

## Ethel and James Flinn Foundation

# Modified Cash Basis Statement of Income, Expenses, and Changes in Net Assets

Years Ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
<b>Changes in Net Assets without Donor Restrictions</b>		
Investment income - Net	\$ 4,293,604	\$ 3,858,889
Grants and expenses:		
Grants and grant-related expenses (Note 8)	2,715,683	2,466,631
Other administrative expenses	<u>794,563</u>	<u>813,451</u>
Total grants and expenses	<u>3,510,246</u>	<u>3,280,082</u>
<b>Realized Income in Excess of Grants and Expenses</b>	783,358	578,807
<b>Change in Unrealized Market Net Appreciation (Depreciation)</b>	<u>4,826,053</u>	<u>(6,547,196)</u>
<b>Increase (Decrease) in Net Assets without Donor Restrictions</b>	5,609,411	(5,968,389)
<b>Net Assets - Beginning of year</b>	<u>60,416,189</u>	<u>66,384,578</u>
<b>Net Assets - End of year</b>	<u><u>\$ 66,025,600</u></u>	<u><u>\$ 60,416,189</u></u>

December 31, 2019 and 2018

### Note 1 - Nature of Business

Ethel and James Flinn Foundation (the "Foundation") was established in 1976 by "Peggy" W. Flinn to remember her parents, Ethel G. and James H. Flinn, and her brother, James "Jim" H. Flinn Jr., and to provide a means for family philanthropy. The Foundation was originally established as a charitable nonprofit corporation under Michigan laws and Sections 501(c)(3) and 501(a)(3) of the Internal Revenue Code, but was reclassified in 2005 as a private foundation under Section 501(c)(3). The Foundation received additional assets through 2008 upon the passing of the last family member, James "Jim" H. Flinn Jr.

The Foundation is committed to improving the quality, scope, and delivery of mental health services in Michigan. The Foundation uses its resources to develop, evaluate, and implement best practice treatment programs.

### Note 2 - Significant Accounting Policies

#### ***Cash***

The Foundation maintains a retail checking account to pay all operational and grant expenses. In addition, at December 31, 2019 and 2018, a small amount of cash was held in the investment account that had not been reinvested as of year end.

#### ***Investments***

Money market investment funds are under the custody of fund managers and represent temporarily uninvested monies and short-term investments consisting of funds collected.

Investments in common stocks, bonds, U.S. Treasury bills, and mutual funds are carried at quoted fair value whenever available. The change in unrealized market appreciation is included annually in the modified cash basis statement of income, expenses, and changes in net assets. Realized gains and losses are recorded using specific identification of the assets sold.

The investment in iron mining property and natural gas rights is carried at appraised value determined by independent third parties.

The alternative investments, composed primarily of hedge funds and limited partnerships that are not readily marketable, are measured at fair value, valued at net asset value per share as the practical expedient. The Foundation reviews and evaluates the values provided by the investment managers and agrees with the valuation methods and significant assumptions used in determining fair value. Those estimated fair values may differ significantly from the values that would have been used had a ready market for these securities existed.

#### ***Tax Status***

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the United States Internal Revenue Code. As a private foundation, the Foundation is subject to an excise tax on net investment income, including realized gains, as defined in the Tax Reform Act of 1969. Excise tax expense was \$39,560 and \$60,181 for the years ended December 31, 2019 and 2018, respectively.

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**Notes to Modified Cash Basis Financial Statements**

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**December 31, 2019 and 2018**

**Note 2 - Significant Accounting Policies (Continued)**

***Modified Cash Basis of Accounting***

The Foundation's modified cash basis balance sheet and modified cash basis statement of income, expenses, and changes in net assets are presented on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America (GAAP). Under this basis, revenue other than unrealized gains and loss on investments is recognized when collected rather than earned, and expenses are recognized when paid rather than when incurred. Unrealized gains and losses on investments are reflected in the current period. Under the modified cash basis of accounting, grants payable and deferred compensation, which would be recognized under accounting principles generally accepted in the United States of America and may be material in amount, are not reflected in the accompanying financial statements. See Note 9 for the cash to accrual adjustments to comply with GAAP.

***Use of Estimates***

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, and other changes in net assets during the reporting period. Actual results could differ from those estimates.

***Risks and Uncertainties***

The Foundation invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the modified cash basis financial statements.

***Subsequent Events***

The modified cash basis financial statements and related disclosures include evaluation of events up through and including July 9, 2020, which is the date the modified cash basis financial statements were available to be issued.

On March 11, 2020, the World Health Organization declared the outbreak of a respiratory disease caused by a new coronavirus a pandemic. First identified in late 2019 and now known as COVID-19, the outbreak has impacted millions of individuals worldwide. In response, many countries have implemented measures to combat the outbreak that have impacted global business operations. Subsequent to the modified cash basis balance sheet date, the Foundation's investment portfolio has been negatively impacted, similar to overall market conditions. No impairments were recorded as of the modified cash basis balance sheet date; however, due to significant uncertainty surrounding the situation, management's judgment regarding this could change in the future.

**Note 3 - Fair Value Measurements**

Accounting standards require certain assets and liabilities be reported at fair value in the modified cash basis financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Foundation's assets measured at fair value on a recurring basis at December 31, 2019 and 2018 and the valuation techniques used by the Foundation to determine those fair values.



**Notes to Modified Cash Basis Financial Statements**

**December 31, 2019 and 2018**

**Note 3 - Fair Value Measurements (Continued)**

Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Foundation has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs, such as interest rates and yield curves, that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Foundation's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

	Assets Measured at Fair Value on a Recurring Basis at December 31, 2019				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Net Asset Value	Balance at December 31, 2019
Investments:					
Money market mutual funds - Short-term investments	\$ 445,228	\$ -	\$ -	\$ -	\$ 445,228
Common stock mutual funds - Domestic	15,619,188	-	-	-	15,619,188
Common stock mutual funds - Foreign	11,022,539	-	-	-	11,022,539
Fixed-income mutual funds - Domestic	11,785,879	-	-	-	11,785,879
Fixed-income mutual funds - Foreign	1,957,822	-	-	-	1,957,822
Multiasset funds	10,265,367	-	-	-	10,265,367
Mining and natural gas rights	-	-	798,589	-	798,589
Hedge funds	-	-	-	3,624,968	3,624,968
Real estate and other	-	-	-	4,258,429	4,258,429
Private equity	-	-	-	6,035,714	6,035,714
Total investments	\$ 51,096,023	\$ -	\$ 798,589	\$ 13,919,111	\$ 65,813,723

## Ethel and James Flinn Foundation

# Notes to Modified Cash Basis Financial Statements

December 31, 2019 and 2018

### Note 3 - Fair Value Measurements (Continued)

	Assets Measured at Fair Value on a Recurring Basis at December 31, 2018				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Net Asset Value	Balance at December 31, 2018
Investments:					
Money market mutual funds - Short-term investments	\$ 569,649	\$ -	\$ -	\$ -	\$ 569,649
Common stock mutual funds - Domestic	15,706,177	-	-	-	15,706,177
Common stock mutual funds - Foreign	6,562,955	-	-	-	6,562,955
Fixed-income mutual funds - Domestic	9,421,987	-	-	-	9,421,987
Fixed-income mutual funds - Foreign	3,942,052	-	-	-	3,942,052
Multiasset funds	8,907,032	-	-	-	8,907,032
Mining and natural gas rights	-	-	798,589	-	798,589
Hedge funds	-	-	-	3,365,248	3,365,248
Real estate and other	-	-	-	4,541,206	4,541,206
Private equity	-	-	-	6,391,420	6,391,420
Total investments	\$ 45,109,852	\$ -	\$ 798,589	\$ 14,297,874	\$ 60,206,315

The following table summarizes the valuation methods and inputs used to determine fair value at December 31, 2019 and 2018 for assets measured at fair value on a recurring basis using unobservable inputs (Level 3 inputs):

	Fair Value at December 31, 2019 and 2018	Valuation Technique	Unobservable Inputs	Weighted Average of Inputs
Assets - Mining and natural gas rights	\$ 798,589	Discounted cash flow	Estimated projected production	\$699,393-\$2,784,174
			Speculative interest rate	16-18%
			Redemption of capital rate	3%

The most significant unobservable input used in the fair value measurement of the mining and natural gas rights is the estimated projected production. The estimated projected production could change significantly at any time due to cutbacks in production, change in demand, labor strikes, quality requirements, or other changes in mine planning. Significant increases or decreases in production could result in a significantly lower or higher fair value measurement.

The Foundation has processes in place to select the appropriate valuation technique and unobservable inputs to perform Level 3 fair value measurements. These processes include appraisals of the mining and natural gas rights properties. In addition, management attends the annual stockholders' meetings for the mining company in order to monitor performance. The Foundation cannot independently assess the value of these underlying positions through a public exchange or over-the-counter market; therefore, it utilizes a third-party investment manager to monitor, participate in fund manager calls, and obtain underlying financial information on the Level 3 investments.

Both observable and unobservable inputs may be used to determine the fair value of positions classified as Level 3 assets. During the years ended December 31, 2019 and 2018, there were no realized or unrealized gains on Level 3 investments that have been recognized.

## Ethel and James Flinn Foundation

# Notes to Modified Cash Basis Financial Statements

December 31, 2019 and 2018

### Note 3 - Fair Value Measurements (Continued)

#### *Investments in Entities that Calculate Net Asset Value per Share*

The Foundation holds shares or interests in investment companies at year end whereby the fair value of the investment held is estimated based on the net asset value per share (or its equivalent) of the investment company.

At year end, the fair value, unfunded commitments, and redemption rules of those investments are as follows:

	December 31, 2019	December 31, 2018	December 31, 2019		
	Fair Value	Fair Value	Unfunded Commitments	Redemption Frequency, if Eligible	Redemption Notice Period
Hedge funds	\$ 3,624,968	\$ 3,365,248	\$ -	Quarterly	45-60 days
Real estate funds and other	4,258,429	4,541,206	-	Monthly- Quarterly	30-60 days
Private equity fund	6,035,714	6,391,420	2,283,021	N/A*	N/A*
Total	<u>\$ 13,919,111</u>	<u>\$ 14,297,874</u>	<u>\$ 2,283,021</u>		

\*These funds are in private equity structures with no rights to redemption except under certain limited circumstances.

Hedge fund assets primarily consist of investments in funds of funds. The Foundation estimates the fair value of these investments based on the net asset values provided by the fund managers at year end.

Real estate and other investment assets primarily consist of investments in real estate, commodities, and natural resource partnership funds. The Foundation estimates the fair value of these investments based on the net asset value provided by the fund manager at year end. The net asset value is based on appraisals of the underlying properties and the present value of future cash flows of mortgages receivable.

Private equity fund assets primarily consist of investments in partnerships. The Foundation estimates the fair value of these investments based on net asset values received monthly from the partnerships, as well as audited financial statements

### Note 4 - Functional Allocation of Expenses

The functional allocation of expenses for 2019 is as follows:

	Program Services	Support Services	Total
Grants	\$ 2,715,683	\$ -	\$ 2,715,683
Salaries and benefits	325,661	238,523	564,184
Legal, accounting, and professional fees	22,265	47,607	69,872
Taxes	22,834	19,553	42,387
Other administrative expenses	71,944	46,176	118,120
Total	<u>\$ 3,158,387</u>	<u>\$ 351,859</u>	<u>\$ 3,510,246</u>

## Ethel and James Flinn Foundation

# Notes to Modified Cash Basis Financial Statements

December 31, 2019 and 2018

### Note 4 - Functional Allocation of Expenses (Continued)

The functional allocation of expenses for 2018 is as follows:

	Program Services	Support Services	Total
Grants	\$ 2,465,255	\$ 1,376	\$ 2,466,631
Salaries and benefits	306,738	224,002	530,740
Legal, accounting, and professional fees	9,264	36,867	46,131
Taxes	34,781	28,097	62,878
Other administrative expenses	64,519	109,183	173,702
Total	<u>\$ 2,880,557</u>	<u>\$ 399,525</u>	<u>\$ 3,280,082</u>

Salaries and related expenses are allocated on the basis of time and effort. Expenses deemed to be indirect to employee work, such as professional services, insurance, and supplies, are considered to be all management and general expenses. Other expenses utilized by all employees, such as occupancy, utilities, and training, are also allocated on the basis of time and effort. Costs have been allocated between the various programs and support services based on estimates, as determined by management. Although the methods of allocation used are considered appropriate, other methods could be used that would produce different amounts.

### Note 5 - Liquidity and Availability of Financial Resources

The following reflects the Foundation's financial assets as of December 31, reduced by amounts not available for general use because of contractual restrictions within one year of the modified cash basis balance sheet date:

	2019	2018
Cash	\$ 211,877	\$ 209,874
Investments	65,813,723	60,206,315
Financial assets - At year end	66,025,600	60,416,189
Less those unavailable for general expenditures within one year due to - Investment redemption restrictions	6,834,303	7,190,009
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 59,191,297</u>	<u>\$ 53,226,180</u>

The Foundation has a goal to maintain financial assets, which consist of cash and short-term investments, on hand to meet normal operating expenses. None of these financial assets are subject to donor or other contractual restrictions that make them unavailable for general expenditure within one year of the modified cash basis balance sheet date. The Foundation has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. The Foundation also realizes there could be unanticipated liquidity needs.

**Notes to Modified Cash Basis Financial Statements**

**December 31, 2019 and 2018**

**Note 6 - Lease Commitments**

The Foundation entered into a lease with the Community Foundation for Southeast Michigan (CFSEM) effective June 1, 2018. The agreement requires monthly payments ranging from \$3,100 to \$3,520 through April 2023 with the option for CFSEM and the Foundation to renew for one-year periods each year thereafter. The total rent expense under this lease was \$36,835 and \$29,066 for the years ended December 31, 2019 and 2018, respectively.

Future minimum lease rental payments under the agreement are as follows:

<u>Years Ending December 31</u>	<u>Amount</u>
2020	\$ 36,904
2021	36,973
2022	40,499
2023	<u>14,083</u>
Total	<u>\$ 128,459</u>

**Note 7 - Employee Benefit Plan**

The Foundation sponsors a qualified 403(b) defined contribution plan for all of its employees. Total contributions to the plan were approximately \$44,600 and \$41,900 for the years ended December 31, 2019 and 2018, respectively.

The Foundation also sponsors a Section 457(b) plan effective January 1, 2017 to provide retirement benefits to the executive director. Contributions are discretionary, and no contributions were made during 2019 or 2018.

## Ethel and James Flinn Foundation

# Notes to Modified Cash Basis Financial Statements

December 31, 2019 and 2018

### Note 8 - Schedule of Grants, Contracts, and Contributions

The Foundation is a private foundation that distributes money for charitable, educational, and public welfare purposes. The detail of grants consisted of the following major initiatives for the years ended December 31, 2019 and 2018:

	2019	2018
<b>Evidence-based Practices Programs</b>		
(To implement best practice treatment programs)		
Beaumont Health Foundation	\$ 75,000	\$ -
Cass Community Social Services	50,000	-
City Connect, Inc.	-	100,000
Covenant Community Care, Inc.	100,000	100,000
Covenant House Michigan	100,000	100,000
Detroit Wayne County Mental Health Authority	100,000	100,000
Freedom House Detroit	50,000	50,000
Henry Ford Health System	200,000	196,000
IHA Health Services Corporation	70,000	-
Judson Center	75,000	150,000
Northeast Guidance Center	100,000	100,000
Pediatric Foundation of Michigan	-	60,000
Regents of the University of Michigan	-	225,000
Samaritas Foundation	-	56,000
Spectrum Child and Family Services	66,000	-
Spectrum Juvenile Justice Services	-	58,000
St. Joseph Mercy Ann Arbor	-	75,000
Starfish Family Services, Inc.	62,000	66,000
Starr Commonwealth	74,000	74,000
Trinity Health - Michigan	75,000	75,000
UMRC Foundation, Inc.	100,000	-
Volunteers of America Michigan, Inc.	100,000	-
Wayne County Third Circuit Court	75,000	75,000
Wayne State University	-	65,000
	<hr/>	<hr/>
Total evidence-based practices programs	1,472,000	1,725,000
<b>Capacity Building</b>		
(To implement service delivery of mental health providers)		
Common Ground	50,000	-
Northeast Guidance Center	50,000	-
All Well-Being Services	60,000	-
C-Assist	50,000	-
Hegira Programs	60,000	-
Oakland Family Services	60,000	-
Pediatric Foundation of Michigan, Inc.	60,000	-
Vista Maria House of the Good Shepard	42,000	-
Washtenaw County Community Mental Health	50,000	-
Southwest Counseling Solutions	60,000	-
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Total capacity building	542,000	-

## Ethel and James Flinn Foundation

# Notes to Modified Cash Basis Financial Statements

December 31, 2019 and 2018

### Note 8 - Schedule of Grants, Contracts, and Contributions (Continued)

	2019	2018
<b>Grantmaking Opportunities</b>		
(To improve service delivery of mental health providers)		
Association for Children's Mental Health	\$ 10,000	\$ 10,000
C-Assist	-	35,000
Common Ground	-	50,000
Community Foundation for Southeast Michigan	25,000	75,000
Hegira Programs	-	49,000
Henry Ford Health System	-	43,000
Islamic Institute of Knowledge	-	10,000
Mental Health Association in Michigan	30,000	40,000
Michigan's Children	50,000	50,000
National Alliance on Mental Health Detroit	10,000	-
National Alliance on Mental Health Michigan	30,000	30,000
National Alliance on Mental Health Metro	10,000	10,000
National Alliance on Mental Health Washtenaw County	10,000	10,000
Oakland Family Services	-	50,000
Regents of the University of Michigan	150,000	150,000
Rose Hill Center	-	30,000
Spectrum Child and Family Services	-	37,000
The Jed Foundation	25,000	-
The Board of Governors	175,000	-
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Total grantmaking opportunities	525,000	679,000
<b>Matching Gifts, Evaluation and Consulting Contracts, Dues, and Contributions</b>		
	176,683	62,631
	<hr/>	<hr/>
Total grants, contracts, and contributions	<u>\$ 2,715,683</u>	<u>\$ 2,466,631</u>

### Note 9 - Cash to Accrual

The Foundation's financial statements were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. The cash to accrual adjustments that comply with GAAP are listed below:

	2019	2018
Payables - Outstanding grant commitments	\$ 948,000	\$ 905,000
Deferred compensation liability - Retiree health reimbursement account	92,000	61,000