

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Committee Meeting
December 3, 2020
8:30-9:30 AM

AGENDA

TOPIC	FACILITATOR	ACTION	TIME
1. Welcome & Call to Order	Grace Park		2
2. Opening Prayer	Natasha Thompson		2
3. Approval of October 1, 2020 Mtg. Minutes	Grace Park	Approve	1
4. Check-in	Grace Park		10
5. Finalize 2021 BOD Slate <ul style="list-style-type: none">• Exit interview assignments	Grace Park	Approve	10
6. BOD Mentor Policy <ul style="list-style-type: none">• Assign mentors for new members	Grace Park	Discuss & Approve	10
7. Follow-up: <ul style="list-style-type: none">• Review & Approve Tracking Calendar• Review & Approve Confidentiality Policy	Grace Park/Natasha Thompson	Discuss & Approve	10
8. Other Business <ul style="list-style-type: none">• Confirm 2021 Meeting Dates			

February 4	August 5
April 1	October 7
June 3	December 2

Next Meeting

February 4, 2021
8:30-9:30 AM

Opening Prayer: Mary Pat Dolan

RSVP to Lynn Dates @ lynn.dates@foodbankst.org

Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

Thursday, October 1, 2020

8:30 – 9:30 AM

Committee Member	In Attendance	Unable to Attend
Grace Park (Chair)	X	
Bill Powell		X
Maureen Ferrell	X	
Mary Pat Dolan	X	
Marty Heysham		X
Alison Wolfe	X	
Joe Thomas	X	
Ex-Officio		
Natasha Thompson	X	
Staff		
Lynn Dates	X	

1. **Welcome & Call to Order** - Grace Park called the meeting to order at 8:30 am

2. **Opening Prayer** – Grace Park gave the opening prayer.

3. **Approval of August 6, 2020 Meeting Minutes**

Maureen Ferrell made a motion to approve the August 6, 2020 minutes.

Joe Thomas seconded. All were in favor. None opposed.

4. **Check-in** - All present gave an update on their personal/professional lives.

5. **BOD Recruitment**

2021 BOD Slate Natasha referred to the Proposed 2021 Election Slate of Directors & Officers distributed to the group pointing out two potential new members, Fred Van Sickle and Peggy Odom-Reed (prospect via Joe Thomas), whose first term would expire in 2024. Joe Thomas provided background information about Peggy Odom-Reed who is a senior lecturer in the Cornell Hotel School and who teaches marketing and communications. Natasha provided background information about Fred Van Sickle who is VP of Alumni Affairs and Development at Cornell. Fred expressed interest in food insecurity and past board service of a pantry in Princeton. Fred noted that despite his development background, in addition to serving on the BOD he'd like to participate in N&CG. The group discussed the candidates and Grace noted that the Committee is in favor to include Fred in the 2021 Slate. Maureen Ferrell thanked Joe Thomas for his recommendations and referrals. Grace pointed out that Feeding America recommends not having more than two board members from any one organization, adding that Joe Thomas is retired from Cornell. Natasha added that she is not certain about Peggy, therefore it's not too late to share additional names with the Committee. Natasha will update Grace if there are any changes.

6. **Confidentiality Policy for Committee Members** – Natasha provided background information about the development of a Confidentiality Policy and included Board Source reference materials for review. She explained that Catholic Charities has handled the Confidentiality Policy in the past. Grace asked the Committee to review the policy and respond by Friday, October 16. Committee members agreed that this Policy should be reviewed and re-signed once a year by BOD and Committee members. Grace explained that remote work requires sharing information in homes, so we should be cognizant about how we are sharing. She asked Lynn Dates to add the policy to incoming member packets, to update Natasha and the N&CG Committee Chair when they are completed, and to track with a matrix.

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7. Follow-up Items

BOD Operating Policies & Procedures

In preparation for presentation at the December BOD meeting, the Committee agreed the documents were ready for approval. Grace added that we'd select mentors for the BOD candidates at the next N&CG meeting

Committee Description & Tracking Calendar

Natasha asked the Committee to review the N&CG Committee description and tracking calendar. She pointed out Section C and asked about setting more concrete dates for policy and procedure. The group agreed that the items in Section C would be collected at the February meeting and then added to the tracking for review in April. Grace noted that there are a number of items in December that could be spread out and will send out a red line for the Committee's response.

8. Other Business - none

The meeting adjourned at 9:17 am

Minutes respectfully submitted by,

Lynn Dates

Executive Assistant to

Natasha Thompson

President & CEO

Follow-up Items This meeting	Responsible	Date due
Review Confidentiality Policy for Committee Members	All	10/16/2020
Review Tracking calendar redline	All	12/3/2020
Select mentors at December N&CG meeting	All	12/3/2020

Next Meeting

December 3, 2020

8:30-9:30 AM

Opening Prayer: Mary Pat Dolan

FOOD BANK OF THE SOUTHERN TIER
Board of Directors

PROPOSED 2021 ELECTION SLATE OF DIRECTORS & OFFICERS

RE-ELECTION OF DIRECTOR FOR 3rd TERM TO EXPIRE 02/2024

Steve Hoyt
Joe Thomas

RE-ELECTION OF DIRECTORS FOR 2nd TERM TO EXPIRE 02/2024

Karl Krebs
Shannon Matteson
Jessica Renner

ELECTION OF DIRECTORS FOR 1st TERM TO EXPIRE 02/2024

Fred VanSickle

ELECTION OF OFFICERS FOR ANNUAL TERMS TO EXPIRE 02/2022

CHAIRPERSON: Joe Thomas

VICE CHAIRPERSON: Mary Pat Dolan

TREASURER: Steve Hoyt

SECRETARY: Jessica Renner

ELECTION OF DOR BOD REP. FOR ANNUAL TERM TO EXPIRE 02/2022

Karl Krebs

Created: 9/17/2020
Updated: 11/13/2020

FOOD BANK OF THE SOUTHERN TIER
Board of Directors, Nominating & Corporate Governance Committee
Exit Interview Questions

These are suggested questions for interviews with Directors who have completed their Board service. The exit interview is to be completed by a member of the Nominating & Corporate Governance Committee and shared with the Executive Committee as appropriate.

1. Generally speaking, have you been satisfied with your service as a Board member?
2. With what aspects of your Board service have you been most satisfied?
3. With what aspects of your Board service have you been less than satisfied?
4. Do you feel that your opinions and suggestions have been taken seriously and utilized effectively?
5. Do you feel that your skills and talents have been adequately utilized during your tenure?
6. Is there more that you would have liked to have accomplished as a Director?
7. In what ways do you perceive that the Board could become more effective?
8. In what way could the structure of the Board be more effectively organized?
9. With regard to personal talents and skills, what do you believe to be the strengths and weaknesses of the Board as it is presently composed? What skills or expertise could be expanded?
10. What observations would you like to make for the good of the future of the Board?
11. What observations would you like to make for the good of the future of FBST?
12. Why are you leaving the Board? Could anything be done to continue your service as a Director?

Date Developed: 12/21/07

Date Revised: 1/30/19

Source: Chautauqua Institution

FOOD BANK OF THE SOUTHERN TIER
Board of Directors Operating Policy and Procedure

POLICY: Mentoring Policy

EFFECTIVE DATE: February 2020

REVISED DATE: September 28, 2020

The Board of Directors (“Board”) of the Food Bank of the Southern Tier (“FBST”) endorses the practice of mentoring for new Board members. The process helps to keep new members fully engaged in the process, especially by providing an overview of Board member roles and responsibilities and the expectations for Board member meeting preparation and attendance.

MENTORING PROCESS AND PROCEDURES:

1. The Chair of the Nominating and Corporate Governance Committee (N&CGC) will appoint a mentor for a new Board member after speaking with both parties and others as appropriate.
2. The new mentor will read this Policy, including the “Best Practices” noted below, and become familiar with the Board orientation materials presented by the FBST staff.
3. The mentor and mentee will meet at least once before the mentee’s first Board meeting and at least one other time during the mentee’s initial six months as a Board member. Meetings may be in person, by phone or by meeting technology such as Zoom.
4. The mentor will report to the Chair of the N&CGC about the process and how to improve it.

BEST PRACTICES FOR MENTORS:

The following list of suggestions is offered for engaging with your assigned mentee:

- Be approachable, reflect a specific interest in the new member’s development, be a good listener, careful observer and work to solve problems that may arise for the new Board member;
- Share your knowledge about Board membership and meeting participation;
- Serve as a coach for initial meetings, sitting adjacent to the new member and offering additional background information when appropriate, translating acronyms and helping the mentee navigate the Board materials;
- Follow-up between meetings during the first six months of Board membership whenever possible or needed;
- Provide the mentee multiple methods to communicate with you between meetings including phone calls, in-person; email; text; FaceTime, Zoom and other ways to ensure the new Board member stays engaged and connected to the Board and its activities;
- Offer to assist with the initial assignments given to the new Board member in case there are questions about Board communication procedures or preferred methods to submit documents;
- Contact the new Board member if there appears to be a pattern of missed meetings or late Board assignments, allowing for possible competing demands on the new member’s time;
- At the conclusion of the mentoring period, ask the new Board member about the mentoring process and ways in which it could be improved upon for the future.

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Review Committee
Critical Task List Tracking Calendar

Task	Jan	Feb	April	Jun	Aug	Oct	Dec	As Needed
A. General Governance and Board Policies:								
Review and consult Executive Committee on revision of BOD Operating Policies & Procedures.		Report		Begin	Prepare		Complete	
Review and consult BOD Committees on revision of Committee Descriptions.		Report		Begin	Prepare		Complete	
Review and consult BOD and Committees on revision of tracking calendars.		Report			Begin	Prepare	Complete	
Conduct biennial BOD Evaluation and Director Self Evaluation	Distribute	Review/ Report			Begin		Complete	
Ensure annual execution of BOD & Committee Members' agreements	X	Distribute						
Update & distribute BOD Manual		Distribute	Begin		Complete			
Biennial review of bylaws and propose amendments								x
Conduct Exit Interviews with departing BOD Members							x	x
Review/revise BOD & Committee Members' agreements						Begin	Complete	
Review BOD Diversity Assessment [should this be handled by Exec Comm?]						X		
B. Orientation & Education:								
Review/revise Operating Policies & Procedures for BOD Member orientation & education.					Begin	Complete		
Assess BOD orientation & education programs.	Begin		Complete					

Provide for on-going board education through program presentations, board retreats, outside consultants, etc. [We have not been doing this]								X
Conduct new board member orientation & education sessions. Provide board member manuals.	X							
C. Board Member Recruitment:								
Board Member Recruitment (identifying new candidate pool). Review of board candidate pool in relation to needs and current Board & Committee Member summary profiles, and to nominations process.								X
Assess board & committee member profiles as they relate to current and future needs of Board & Committees.								X
Review/revise the <u>N&CG Identifying, Recruiting and Selecting Candidates Operating Policies & Procedures.</u>								X
Review/revise recruitment tools and materials including Board Member Prospect Sheet, Board & Committee Members Summary Profile Sheet, etc.								X
D. Annual Elections:								
Presentation of slate of nominees for Board membership and officers. Assign mentor for each new Board member.					Begin		X	
Presentation of list of representatives and committee appointees.						Begin	X	
Election of Directors and Officers and appointment of representative and committees.		X						
E. Miscellaneous Items:								

Review/revise FBST Code of Ethics									x
Revised: November 2020									

FOOD BANK OF THE SOUTHERN TIER

Confidentiality Policy for Committee Members

~~This policy is not intended to prevent disclosure where disclosure is required by law~~

Committee members of the Food Bank of the Southern Tier (“FBST”) manage and have access to confidential information that must stay within the organization. Confidential information includes, but is not limited to, our members, supporters, partners, employees, marketing processes, as well as our financial information, which includes campaign contributions, current and future business plans, our computer and software systems and processes, personnel information, and associated documents. **(Note that sentence originally positioned here regarding this policy not intended to prevent disclosure required by law has been moved to third line at top center of policy).**

To protect the confidentiality of fellow members, employees and the organization, no confidential information, including information about ~~concerning~~ other members, employees or FBST business is to be discussed with anyone except for FBST employees or FBST committee members, when necessary for the purpose of daily business. Care shall be exercised to be certain that unauthorized individuals do not overhear discussions of confidential information.

Committee members understand and agree that during their service they may obtain information and documents which are confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of service.

Confidential information means information secured directly or indirectly through or about FBST that is not publicly available and includes the following examples: ~~The following policies apply to members of committees authorized by the board.~~

1. Committee members shall not disclose to anyone outside of FBST the statements, positions, or votes by any board or committee member on actions taken by the board or its committees.
2. All packets prepared for meeting use are confidential and should be treated as internal documents restricted to FBST use. No portion of the agenda may be shared, in written or oral form, with any individual or with any organization outside of FBST. Exceptions may be made only with the consent of the board. **(Note: Eliminated bolded subheading for format consistency)**
3. The home addresses, telephone/cell phone numbers, fax numbers, and email addresses of board, committee, and staff members are not to be given out to any individual or organization without the express permission of the person to be disclosed. **(Note: Eliminated bolded subheading for format consistency)**
4. All information obtained about directors, members and prospective members will remain confidential and not disclosed or provided to any individual other than another board member, committee member, or staff member. **(Note: Eliminated bolded subheading for format consistency)**
- ~~5. When contributing members request that their sponsorship or contribution be treated as anonymous, their wishes are to be honored by committee members.~~
5. All committee members shall adhere to the principle that information created by, or on behalf of, FBST is the property of FBST and shall not be transferred or utilized except on behalf of FBST.
6. Confidential information excludes ~~This policy is not intended to prevent disclosure where a~~ disclosure is required by law; e.g., a subpoena; however, any such disclosure required by law shall be promptly transmitted to FBST prior to disclosure absent a legal requirement to not disclose.

Any such committee member that divulges confidential or privileged information, whether during or after their term of service is subject to appropriate discipline, including dismissal. Committee members recognize that FBST has a proprietary interest in any such information and/or documents and would be irreparably damaged as a result of any disclosure or dissemination thereof.

STATEMENT OF UNDERSTANDING AND AGREEMENT: I am aware that, during the course of my service, confidential information will be made available to me. Further, I understand that this information is proprietary and critical to the success of FBST and may not be distributed or used outside of FBST premises or with non-FBST individuals. I hereby confirm that I have received a copy of the Confidentiality Policy and agree to abide by the requirements of this policy and this statement and to inform the Board Chairperson immediately if I believe any violation (unintentional or otherwise) of the policy or this statement has occurred.

Name: _____ Term Dates/Committee Name: _____

Signature: _____ Date: _____

DRAFT