

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Committee Meeting
June 1, 2022, 10:30 – 11:30 am

AGENDA

TOPIC	FACILITATOR	ACTION	TIME
1. Welcome & Call to Order	Fred Van Sickle		2
2. Opening Prayer/Poem/Positivity	Alison Wolfe		2
3. Approval of March 30, 2022, Mtg. Minutes	Fred Van Sickle	Approve	1
4. Check-in	Fred Van Sickle		10
5. Follow-up Items <ul style="list-style-type: none">• BOD Officers Update• BOD/Committee Member Volunteer Day	Natasha Thompson	Discuss	10
6. BOD Recruitment <ul style="list-style-type: none">• BOD Candidates Spreadsheet	Natasha Thompson	Discuss	10
7. DEI Assessment Recommendations	Natasha Thompson	Discuss	15
8. Other Business <ul style="list-style-type: none">• Review & consult Exec Com on revision of BOD OPPs• Review & consult BOD Committees on revisions of Committee Descriptions	Natasha Thompson	Discuss	10

Next Meeting

August 26, 2022

9:00-10:00 AM

Opening Prayer/Poem/Positivity: Maureen Ferrell

RSVP to Lynn.Dates@foodbankst.org

Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

March 30, 2022

8:30 – 9:30 am

Committee Member	In Attendance	Unable to Attend
Fred Van Sickle (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** – Fred Van Sickle called the meeting to order at 8:30 am
2. **Opening Prayer/Poem/Positivity** – Marty Heysham shared a video about resilience
3. **Approval of February 2, 2022 Meeting Minutes**
Maureen Ferrell made a motion to approve the February minutes pending one correction: replace “Exit Interview questions” with “Check-in document”.
Mary Pat Dolan seconded. All were in favor. None opposed.
4. **Check-in** - All present gave an update on their personal/professional lives.
5. **Follow-up Items** – Fred reported on his interviews with exiting BOD members Michael Eisner and Grace Park, noting that they expressed a high level of satisfaction with the BOD and with Joe Thomas as the Chair; however, they added difficulties with the complexity of financials and confusing acronyms. Members discussed the following regarding financials: Offer regular modules of BOD training; Condense financials; Financials and summary page provide accountability. Natasha pointed out that the Finance & Audit committee review financials in more detail. Additionally, Natasha reported on her exit interview with Peter Newman who reported that he felt welcomed and that he belonged and that his expertise was valued. Natasha noted that Peter said that he never felt pressure to take a leadership role and that he was happy to leverage his connections in the community. Maureen suggested that we call the interviews “check-ins” that can be done at an appropriate time, preferably by BOD mentors. Fred requested that check-ins take place at the end of the first year to see if the new BOD member is off to a good start.
6. **BOD Recruitment** – Natasha reported that Alison Wolfe agreed to serving a third term, that Erin Summerlee and Marty Heysham both agree to serving second terms and she confirmed continued service by the BOD Officers except for Joe Thomas who will be stepping down as BOD Chair. She noted that FBST By-Laws state that the BOD can accommodate up to 19 members, therefore we can add one new member.

Natasha reviewed the BOD Profile Matrix, and the group discussed the following: Matrix shows good age range and gender representation; predominantly Caucasian, two-thirds Catholic; no representation of media partners; need those who have grocery expertise; Alison noted that she knows someone from the Institute of Supply Management; we should have an active lawyer; person with physical plant knowledge. Natasha added that we should focus on a new member from Broome County and that she will reach out to Peter Newman for his suggestions. Joe suggested that he and Natasha check-in with John Bayne to assess his interest in the BOD Chair position.

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7. Set 2022-23 Committee Priorities – Topic tabled

8. **BOD Engagement** – Natasha shared information about past plans to hold a BOD/Committee Member Volunteer Day in production (that was canceled two years in a row) and suggested that we try again in September 2022.

Natasha shared that we held our first Facilities Committee in-person to tour the building and asked the group if we should begin to hold meetings in house. The group discussed the pros and cons. Natasha noted that she would poll the BOD for the possibility of meeting in-person in June for the BOD Strategy meeting.

9. Other Business - None

The meeting adjourned at 9:30 am.

Minutes respectfully submitted by,

Lynn Dates, *Executive Assistant to
Natasha Thompson, President & CEO*

Action Items	Responsible	Due Date
Amend February minutes: replace “Exit Interview questions” with “Check-in document”	Lynn	June 2, 2022
Meet with John Bayne	Joe/Natasha	June 2, 2022
Contact Peter Newman for Broome County BOD Member suggestion	Natasha	June 2, 2022
Assess interest in September Volunteer Day at FBST	Natasha/Lynn	June 2, 2022
Survey BOD Members to assess meeting in-person in June	Natasha/Lynn	June 2, 2022

Next Meeting

June 2, 2022

8:30 – 9:30 am

Poem/Prayer/Positivity: Alison Wolfe

RSVP to Lynn.Dates@foodbankst.org

FOOD BANK OF THE SOUTHERN TIER
Board of Directors

PROPOSED 2023 ELECTION SLATE OF DIRECTORS & OFFICERS

RE-ELECTION OF DIRECTOR FOR 3rd TERM TO EXPIRE 02/2026

Alison Wolfe

RE-ELECTION OF DIRECTORS FOR 2nd TERM TO EXPIRE 02/2026

Marty Heysham
Erin Summerlee

ELECTION OF DIRECTORS FOR 1st TERM TO EXPIRE 02/2026

Jamila Michener?
Amanda Smith-Socariss?
Angela Odoms-Young?

ELECTION OF OFFICERS FOR ANNUAL TERMS TO EXPIRE 02/2024

CHAIRPERSON: Mary Pat Dolan

VICE CHAIRPERSON: Steve Hoyt

TREASURER: Shannon Matteson

SECRETARY: Jessica Renner

ELECTION OF DOR BOD REP. FOR ANNUAL TERM TO EXPIRE 02/2024

Karl Krebs

Created: 3/28/2022
Update: 5/25/2022

FOOD BANK OF THE SOUTHERN TIER

2022 BOD & COMMITTEE APPOINTMENTS

Board of Directors

1. Joe Thomas, Chairperson
2. Mary Pat Dolan, Vice Chairperson
3. Steve Hoyt, Treasurer
4. Jessica Renner, Secretary
5. John Bayne
6. Alison Wolfe
7. Shannon Matteson
8. Karl Krebs
9. Anis Fadul
10. Erin Summerlee
11. Marty Heysham
12. Fred Van Sickle
13. Kathleen Rasmussen
14. Andy Fagan
15. Jamie Kaffenbarger
16. Tricia Khan
17. Connie Park

Representative of FBST Board of Directors to Diocesan Catholic Charities Board of Directors:

1. Karl Krebs

Executive Committee:

1. *Joe Thomas, Board Chairperson & Committee Chairperson ex officio*
2. *Mary Pat Dolan, Board Vice Chairperson & Committee Member ex officio*
3. *Steve Hoyt, Board Treasurer & Committee Member ex officio*
4. *Jessica Renner, Board Secretary & Committee Member ex officio*
5. Karen Dehais, Diocesan Director & Committee Member ex officio
6. Natasha Thompson, President/CEO & Committee Member ex officio*

Finance & Audit Committee:

1. *Steve Hoyt, Board Treasurer & Committee Chairperson*
2. *Shannon Matteson, Board Member & Committee Vice Chair*
3. *Karl Krebs, Board Member*
4. *Tricia Khan, Board Member*
5. Dick Pirozzolo, Committee Member
6. Meghan Rose, Committee Member
7. Linda Bruckner, Committee Member
8. Nancy Miller, Committee Member
9. Joe Thomas, Board Chairperson & Committee chairperson ex officio
10. Natasha Thompson, President/CEO & Committee Member ex officio*
11. Karen Owen, Catholic Charities Finance Department & Committee Member ex officio*
12. Erica Loomis, VP of Finance & Administration & Committee Member ex officio *

Nominating & Corporate Governance (N&CG) Committee:

1. *Fred Van Sickle, Board Member and Committee Chairperson*
2. *Alison Wolfe, Board Member & Committee Vice Chair*
3. *Mary Pat Dolan, Board Member*
4. *Marty Heysham, Board Member*
5. Maureen Ferrell, Committee Member
6. Bill Powell, Committee Member

FOOD BANK OF THE SOUTHERN TIER 2022 BOD & COMMITTEE APPOINTMENTS

7. Joe Thomas, Board Chairperson & Committee Member ex officio
8. Natasha Thompson, President/CEO & Committee Member ex officio*

Development Committee:

1. *John Bayne, Board Member & Committee Chairperson*
2. *Jamie Kaffenbarger, Board Member & Committee Vice Chair*
3. *Alison Wolfe, Board Member*
4. *Anis Fadul, Board Member*
5. *Connie Park, Board Member*
6. Dave Radin, Committee Member
7. John Alexander, Committee Member
8. Julie Monahan, Committee Member
9. **Amanda Smith-Socaris, Committee Member**
10. Krista Niles-Updyke, Committee Member
11. Joe Thomas, Board Chairperson & Committee Member ex officio
12. Natasha Thompson, President/CEO & Committee Member ex officio*
13. Meghan Parsons, Chief Development Officer Member ex officio*

Strategy Committee (Ad-Hoc):

1. *Erin Summerlee, Board Member & Committee Chairperson*
2. *Kathy Rasmussen, Board Member*
3. *Andy Fagan, Board Member*
4. **Jamila Michener, Committee Member**
5. Tess McKinley, Committee Member
6. Joe Thomas, Board Chairperson & Committee Member ex officio
7. Natasha Thompson, President/CEO & Committee Member ex officio*
8. Randi Quackenbush, Director of Community Impact & Committee Member ex officio*
9. Matthew Griffin, Director of Health & Nutrition & Committee Member ex officio*

Facilities Committee (Ad-Hoc)

1. *Mary Pat Dolan, Board Member & Committee Chairperson*
2. Peter Dugo, Committee Member
3. Kimberly O'Connor, Committee Member
4. Dan Kazmark, Committee Member
5. Travis Virgadamo, Committee Member
6. Joe Thomas, Board Chairperson & Committee Member ex officio
7. Natasha Thompson, President/CEO & Committee Member ex officio*
8. Erica Loomis, VP of Finance & Administration & Committee Member ex officio *
9. Dave Patterson, COO & Committee Member ex officio*

NOTES: * denotes non-voting members

Updated: 5/25/22

Food Bank of the Southern Tier

BOD & Committee Member Volunteer Day Event Planning

(Includes notes from discussions with Exec Com, Nom Com and Staff in February 2020 & August 2021)

WHEN: ~~Saturday, May 16-2022~~ **Event: Saturday, September???** 9:00-12:00

Q: Agenda & Timing

8:30 – 9:00 Welcome and Coffee (Bell's)
9:00 – 11:00 Repack Activity
11:00 – 11:15 NRT/Joe/Fred address group
11:15-12:00 Lunch? (Erin Town Tavern?)

Q: Refreshments/Meal

Coffee & snacks
Light lunch?

Q: Formal Presentation/Program?

WHO: Current BOD Members
Past BOD Members (those who completed at least one full term)
Current Committee Members
Food Bank Department Directors?

Q: Family members?

~~Probably not~~ Yes!

- People may be more likely to attend with kids & SOs
- Expand the circle of supporters
- Get to know people on a personal level

WHY: To build relationships among BOD & Committee members outside of meetings
To connect BOD & Committee members to our mission in a different way
To keep former BOD members engaged
Donor stewardship opportunity

Q: Other goals?

OTHER IDEAS:

Annual event? – NRT will talk with N&CG
Idea – Teams with colored bandanas
Challenge committee chairs to get highest % of participation among members for a prize!
Use nametags banners to identify which committees people sit on, current BOD member or past BOD
Provide BOD & Committee members with access to online portal to purchase Food Bank shirts

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Updated: 5/25/22

Food Bank of the Southern Tier

DEI Assessment Summary

Introduction

In late 2021, the Food Bank of the Southern Tier contracted with Batiste Leadership and Horn Research to conduct a DEI assessment of several organizational functions. The assessment's primary goals were to identify internal barriers to diversity, equity, and inclusion and use the assessment results to inform the DEI long-term goals.

Organizational Snapshot

The DEI initiative is supported by leadership across the organization; however, the organization lacks alignment around a shared understanding and vision for the intent specific to DEI. Recent efforts to be more inclusive and make equitable decisions have had a positive impact on the organization and programs, with a primary focus on reaching under-served populations. Many of the functions assessed operate with processes that were developed historically, before DEI was a priority for the organization, and there are opportunities to intentionally refresh practices to build a more equitable and inclusive organization. There is a significant need to address the relationship between FBST and CCDR and to strength the collaboration to improve DEI outcomes.

Board of Directors

The FBST Board of Directors supports, and is committed to, building a diverse, inclusive, and equitable board and organization. The board has diverse gender representation but needs to improve racial diversity and representation from the six counties the food bank serves. The board currently does not have established DEI goals and is not focused on DEI training.

OPPORTUNITIES

- Build relationships and engage with community leaders who have deep experience and understanding of underserved populations.
- Determine board composition goals, with consideration for racial and geographic diversity.
- Refresh board meeting processes and agendas to include a deliberate focus on inclusive meetings.
- Establish a DEI training program for board members, with an emphasis on specific competencies such implicit bias, decision making, leading inclusive meetings.

FOOD BANK OF THE SOUTHERN TIER

Board of Directors

Operating Policies & Procedures Master List

Policy	BOD Oversight Committee	Last Updated
Identifying and Selecting Candidates for Board Membership	Nominating & Corporate Governance	June 2018
Board Orientation & Education Program	Nominating & Corporate Governance	July 2018
Removal/Dismissal of a Director from the Board of Directors	Nominating & Corporate Governance	June 2018
Board Mentoring Process	Nominating & Corporate Governance	September 2020
Investment Policy	Finance	April 2012
Gift Acceptance Policy	Development	July 2019

- Whistleblower Policy (CCDOR)
- Conflict of Interest Policy
- Exit Interview Process?
- Net Asset Designation & Use?

FOOD BANK OF THE SOUTHERN TIER

Board of Directors

Committee Description

NOMINATING & CORPORATE GOVERNANCE COMMITTEE

PURPOSE:

The Nominating & Corporate Governance Committee (NCGC) is responsible for the on-going recruitment, education and nomination/re-nomination of new and existing Directors of the Food Bank of the Southern Tier's (FBST) Board of Directors (BOD). The NCGC will establish and maintain an orientation and continuing education program for the BOD. It is responsible for monitoring the overall effectiveness of the BOD and its Directors and of governing in compliance with all laws, regulations and best practices pertaining to corporate governance. The committee shall seek, nominate, provide relevant knowledge to, and evaluate performance of Directors; assist the Chairperson in appointment of members of committees of the Board; and oversee corporate governance practices of the Board and its committees.

RESPONSIBILITIES:

In fulfilling its charge, the NCGC is responsible for the following activities and functions:

Nominating

- Plan Directors' recruitment, orientation, education, and evaluation of overall BOD effectiveness.
- Review the participation of Directors prior to reappointment.
- Identify and select candidates for committees of the BOD using criteria for BOD services as a guide.
- Nominate/re-nominate Directors for election thereof at BOD meeting.
- Nominate/re-nominate BOD officers in consultation with the Executive Committee.
- Review future board leadership needs (committee chairs and officers), identify potential candidates for appropriate grooming and training for these positions, and recommend same to the Executive Committee.
- Maintain an awareness of the needs of the BOD.
- Plan for orientation and education of Directors and non-Directors of BOD committees. Provide an orientation program for new Directors.
- Facilitate a biennial Director and BOD self-evaluation by each Director.

Corporate Governance

- Review and check on update of policies and procedures, descriptions and tracking calendars of BOD and each of its committees.
- Consider and recommend appropriate goals and objectives to improve BOD effectiveness.
- Review and recommend to the BOD policies and practices pertaining to corporate governance.

COMPOSITION:

The Nominating & Corporate Governance Committee shall consist of at least the Chairperson, the Food Bank President/CEO, and up to four (4) Directors plus additional independent non-director members. It shall nominate Directors and officers for election at the Annual Meeting, and at other meetings when vacancies are to be filled.

MEETING SCHEDULE: NCGC meets six times a year and additionally as needed.

LIMITS OF AUTHORITY: NCGC submits recommendations to the BOD.

Date Developed: June 16, 2006 – final draft approval
Source: Board Source, St. Joseph's Hospital
Reviewed: December 2, 2010; October 6, 2012; February 2015