

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Committee Meeting
July 29, 2019
8:30-9:30 AM

AGENDA

TOPIC	FACILITATOR	ACTION	TIME
1. Welcome & Call to Order	Grace Kelly		2
2. Opening Prayer	Christina Sonsire		2
3. Approval of May 13 Mtg. Minutes	Grace Kelly	Approve	1
4. Check-in	Grace Kelly		15
5. CCDOR Conflict of Interest Process	Natasha Thompson	Update	5
6. BOD Recruitment	Natasha Thompson	Review/Discuss	15
• Secretary position			
• Erin Summerlee			
• Marty Heysham			
• Committee Member Follow-up:			
i. Jim Shuppert			
ii. David Boor			
iii. Jerome Emmanuel			
iv. Juan Jones			
v. Paul Holland			
7. BOD Assessment & Self-Assessment	Grace Kelly	Review/Discuss	20
8. Other Business	Grace Kelly	Discuss	5

Next Meeting

October 2 8:30-9:30 AM

Opening Prayer: Maureen Ferrell

If you plan to join the meeting remotely, please inform Caroline Tolbert.

FOOD BANK OF THE SOUTHERN TIER
 Nominating & Corporate Governance Committee Meeting Minutes
 May 13, 2019
 8:30-10:30AM

Committee Member	X	Unable to Attend
Grace Kelly (chair)	X	
Bill Powell	X	
Maureen Ferrell	X	
Mary Pat Dolan	X	
Christina Sonsire	X	
Ex-Officio		
Natasha Thompson	X	
Nancy Miller		X

1. Welcome & Call to Order

Grace Kelly called the meeting to order at 8:36 am.

2. Opening Prayer

Bill Powell led the opening prayer.

3. Approval of January 30, 2019 Mtg. Minutes

*Maureen Ferrell made a motion to approve the January 30, 2019 minutes.
 Mary Pat Dolan seconded. All were in favor. None opposed.*

4. Check-In

All present gave an update in their personal/professional lives.

5. Exit Interviews

Bill shared some highlights from his exit interview with Mark Bordeau and noted his suggestion that we need to increase diversity among BOD members. Maureen shared some highlights from her exit interview with Dave Radin and noted his impression that the BOD is too reliant upon the CEO.

6. Conflict of Interest Policy

Grace reviewed the revised Conflict of Interest policy with the group. After some discussion, all agreed that it looked good. Grace offered to look at the Conflict of Interest form that BOD members are required to sign annually and ensure that it is consistent with the policy. Grace will review the new policy at the BOD meeting on Thursday.

Maureen Ferrell made a motion to approve the revised Conflict of Interest Policy. Mary Pat Dolan seconded. All were in favor. None opposed.

7. BOD Recruitment

Grace reviewed the BOD Profile Matrix with the committee and highlighted some areas where we have gaps including Millennials, Racial Diversity, Food Production/Agriculture, Health Care, Retail/Grocery and Tioga & Schuyler County representation.

Natasha reviewed the BOD & Committee attendance with the group. It was determined that Natasha should share any concerns regarding a committee member's attendance with each Committee Chair as needed.

Grace discussed the need to identify a candidate to serve on the Executive Committee once Nancy Miller terms out in February. The Committee also discussed succession planning for the Executive Committee and in particular the position of Secretary.

8. BOD Prospects

Grace and Natasha shared the names of several potential BOD prospects with the group. Other members proposed additional prospects. Natasha agreed to follow up with the Alsworths and Erin Summerlee. Grace agreed to follow up with Jim Schuppert. Christina agreed to follow up with David Boor and Jerome Emmanuel. Maureen agreed to follow up with Juan Jones. Bill agreed to follow up with Paul Holland.

Grace noted that we will have at least two BOD spots open in 2020.

9. Other Business

The next meeting was rescheduled for July 29, 8:30-9:30.

The meeting was adjourned at 10:02

Minutes respectfully submitted by,

Natasha Thompson
President & CEO

Follow-up Items	Responsible	Date due
Review Conflict of Interest form to ensure consistency	Grace	July 29
Review Conflict of Interest policy with full BOD	Grace	May 16
Discuss Committee Member attendance with Chairs	Natasha	ASAP
Follow up with Erin Summerlee & Alsworths	Natasha	July 29
Follow up with Jim Schuppert	Grace	July 29
Follow up with David Boor & Jerome Emmanuel	Christina	July 29
Follow up with Juan Jones	Maureen	July 29
Follow up with Paul Holland	Bill	July 29

FOOD BANK OF THE SOUTHERN TIER
Board of Directors

PROPOSED 2020 ELECTION SLATE OF DIRECTORS & OFFICERS

RE-ELECTION OF DIRECTOR FOR 3rd TERM TO EXPIRE 02/2023

Grace Kelly

RE-ELECTION OF DIRECTORS FOR 2nd TERM TO EXPIRE 02/2023

Alison Wolfe?

ELECTION OF DIRECTORS FOR 1st TERM TO EXPIRE 02/2023

Erin Summerlee

ELECTION OF OFFICERS FOR ANNUAL TERMS TO EXPIRE 02/2020

CHAIRPERSON: Joe Thomas

VICE CHAIRPERSON: Mary Pat Dolan

TREASURER: Steve Hoyt

SECRETARY: Jessica Renner?

ELECTION OF DOR BOD REP. FOR ANNUAL TERM TO EXPIRE 02/2021

Carin Rouleau

Created: 7/24/19

Erin Summerlee - Biographical Sketch

Erin Summerlee is the Director of the Food and Health Network at Rural Health Network of South Central NY based in Binghamton. Erin works to link food access, health, and sustainable agriculture in support of a thriving regional food system and local communities. Over the past six years she has focused on the development of innovative new programs, infrastructure, and policy towards these goals. Key areas of work include the South Central NY Fruit & Vegetable Prescription Program and other food as medicine initiatives; Southern Tier Farm to School Program in 26 school districts, Farm to School AmeriCorps program; the Food and Health Volunteer Corps; and food systems planning and policy.

Erin attended Loyola University of Chicago and farmed in Chelsea, Michigan before returning to NY. She is a member of the Food Bank of the Southern Tier's Advocacy Committee, Farm to Institution NYS Leadership Team, NYS Farm to School Coordinating Committee, Board of Directors for the Center for Agricultural Development & Entrepreneurship, and Co-Chair of the Management Committee for the Northeast Organic Farming Association of NY, Certified Organic LLC. Outside of work you can find Erin cooking, hiking with her dog, gardening, or traveling to explore new food and good music.

Community Foundation of Elmira-Corning and the Finger Lakes, Inc. Board of Directors Self-Assessment 2019

Community Foundation of Elmira-Corning and the Finger Lakes, Inc. Board of Directors Self-Assessment

This survey is designed to capture the assessment of the members of Corning Foundation of Elmira-Corning and the Finger Lakes, Inc. (Community Foundation, Foundation, CF) Board of Directors (Board). This survey should not take longer than 15 minutes to complete. Your responses are anonymous unless you choose to put your name or other identifiers in the comments, the report will show a summary of the comments, some may be verbatim. Please complete this Board Self-Assessment Survey by 11:59 pm on Monday, June 24, 2019. Contact Judy Rowe at 607.857.1877 with any questions. Thank you for sharing your opinions on Board operations for continuous improvement.

1. I am familiar with the Community Foundation's current mission statement.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

2. Proposals (grant proposals) brought before the board are evaluated to ensure they are consistent with the Foundation's Mission.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here. (If "Disagree" is selected, examples are helpful.)

3. I understand how the Board reviews and adopts an annual budget, set revenue and expense targets.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

4. I understand how the board reviews any specific financial problems that may arise with the Foundation.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

5. I understand the process the Board uses to evaluate its performance to determine its effectiveness and to identify needed skills and knowledge for Board continuity and growth.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

6. Management (President, Financial Officer, Vice President of Programs) is responsive to Board requests for new topic presentations, additional information and topic detail.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

7. The Board's initial orientation and subsequent membership development activities have provided me with useful and relevant information regarding the work of the Board.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

8. I understand my responsibilities, roles, and duties as a member of the Community Foundation Board.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

9. I am satisfied with my knowledge of the work of the Board.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

10. I have a clear understanding of where the Board's role ends and the President's role begins.

- Completely Agree.
- Somewhat Agree.
- Disagree.
- Not Sure.

Put your comments here.

11. There is trust between the Board and Management (President, Financial Officer, and Vice President of Programs).

- Completely Agree.
- Somewhat Agree.
- Disagree.
- Not Sure.

Put your comments here.

12. I understand the process we use to evaluate the President.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

13. I am doing an effective job of representing the Foundation in my interactions with my respective community.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

14. I feel that Board meetings are well organized and conducive to meaningful and relevant discussion.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

15. The Chairperson ensures that all Board members have equal opportunity to participate, time is not monopolized by a few, and agenda items are appropriately handled following adequate discussion.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Please put your comments here.

16. I think Community Foundation Board meetings are always interesting and worthwhile.

- Completely Agree
- Somewhat Agree
- Disagree
- Not Sure

Put your comments here.

17. I think that our Board performs very well in the following area(s):

18. I think that our Board needs improvement in the following area(s):

19. Here are some additional topics for Board education:

20. Please place any other comments you have here.

Community Foundation of Elmira-Corning and the Finger Lakes, Inc. Board of Directors Self-Assessment 2019

Thank you!

Your feedback will be helpful to our Board's effectiveness and growth!

**FOOD BANK OF THE SOUTHERN TIER
BOARD ASSESSMENT**

O - Outstanding

V - Very Good

S - Satisfactory

N - Needs Improvement

P – Poor

I – Insufficient Information

OVERALL BOARD PERFORMANCE AND STRUCTURE

1. _____ The Board functions well.
2. _____ The Board has a strategic vision for the organization.
3. _____ The Board has an adequate amount of Director diversity (race, ethnicity, gender, age, skills and disciplines, community constituencies)
4. _____ The Board has an effective process for developing future board leaders.
5. _____ The Board has adequate working knowledge of its own policies, procedures and by-laws.
6. _____ The Board’s decision making process is consistent and organized.
7. _____ Decisions are made at the appropriate level (Board vs. President/CEO and/or Staff levels)
8. _____ Committees are well staffed with the right people
9. _____ The process for evaluating the President/CEO is transparent and fair.

COMMENTS:

BOARD MEETINGS

10. _____ The Board critically reviews financial performance.
11. _____ The Board reviews the mission statement annually.
12. _____ The Board receives regular reports from each of the committees.
13. _____ The Board receives an accurate record of its deliberations made during its meetings through the timely distribution of minutes.
14. _____ Board meeting locations are conducive to effective working sessions.
15. _____ All Directors have an opportunity to speak at meetings.
16. _____ Board meetings are a good use of our time.

COMMENTS:

BOARD MEMBER CONDUCT

17. _____ The Board has criteria against which it evaluates and monitors its performance.
18. _____ There is open and honest communication among Directors.
19. _____ There is open and honest communication between the Board and the President/ CEO and Staff.
20. _____ Directors come to meetings well prepared and having read the advance materials.
21. _____ There are clear guidelines for removing Directors who are lacking commitment and not contributing sufficiently.

COMMENTS:

NEW BOARD MEMBER SELECTION AND ORIENTATION

22. _____ Prospective Board members are identified through an organized process that follows established criteria for selection.
23. _____ Directors are encouraged to identify potential new Board and Committee members.
24. _____ The FBST's mission, values and operations are reviewed in detail with potential Directors to ascertain understanding and acceptance
25. _____ There is a formal orientation for new Directors.

COMMENTS:

**FOOD BANK OF THE SOUTHERN TIER
DIRECTOR SELF ASSESSMENT**

O—Outstanding

S—Satisfactory

N—Needs Improvement

AS A DIRECTOR & SUPPORTER OF THE FBST, I

- ___1. Understand and demonstrate support for the mission and values of the FSBT.
- ___2. Am familiar with the bylaws and functions of the Board and my own responsibilities as a Director.
- ___3. Participate in and understand the FBST's strategic direction.
- ___4. Stay focused on oversight and policy rather than management or operations.
- ___5. Understand the key factors that contribute to the financial viability of the FBST.
- ___6. Contribute to fund-raising campaigns.
- ___7. Advocate for the FBST in the community whenever appropriate.
- ___8. Solicit and encourage contributions to the FBST within my personal comfort level.
- ___9. Approach/recruit potential directors/committee members when the situation allows.
- ___10. Participate in the evaluation of the President/CEO.
- ___11. Make a sincere effort to personally participate in at least one FBST activity each year to better understand the operation, its function and effects.

AS A DIRECTOR, REGARDING MEETINGS, I

- ___1. Regularly attend meetings of the Board and assigned committee meetings.
- ___2. Review the agenda and support materials before all meetings.
- ___3. Participate actively in Board and committee discussion.
- ___4. Listen to others openly and objectively.
- ___5. Support the FBST and its work in public forums and events.
- ___6. Make constructive recommendations for improving Board performance.
- ___7. Disclose personal interest before Board action on transactions involving real or apparent conflicts of interest.

**Developed: 12/6/11
Updated: 10/15/2013**