

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

AGENDA

TOPIC	FACILITATOR	ACTION	TIME
1. Welcome & Call to Order	Grace Kelly		2
2. Opening Prayer	Bill Powell		2
3. Approval of January 30 Mtg. Minutes	Grace Kelly	Approve	1
4. Check-in	Grace Kelly		15
5. Exit Interviews		Review /Discuss	15
• Dave Radin	Maureen Ferrell		
• Mark Bordeau	Bill Powell		
6. Conflict of Interest Policy	Grace Kelly	Review/Approve	15
7. BOD Recruitment	Natasha Thompson	Review/Discuss	20
• BOD Profile Matrix			
• 2018 Meeting Attendance			
• Secretary position			
8. BOD Prospects	Grace Kelly	Review/Discuss	20
• Shane or Jacqueline Alsworth			
• Jim Shuppert			
• Dave Orlovsky?			
9. Other Business	Grace Kelly	Discuss	5

Next Meeting

August 7, 2019 8:30-9:30 AM

Opening Prayer: Christina Sonsire

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

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

Committee Member		Unable to Attend
Grace Kelly (chair)	X	
Bill Powell	X	
Maureen Ferrell	X	
Dave Radin		X
Mary Pat Dolan	X (by phone)	
Christina Sonsire		X
Ex-Officio		
Natasha Thompson	X	
Nancy Miller		X
Staff		
Krista Matia	X	
Maria Strinni	X	

1. Welcome & Call to Order

Grace Kelly called the meeting to order at 8:32 am.

2. Opening Prayer

Grace Kelly led the opening prayer.

3. Approval of December 6, 2018 Mtg. Minutes

Bill Powell made a motion to approve the December 6, 2018 minutes. Maureen Ferrell seconded. All were in favor. None opposed.

4. Check-In

All present gave an update in their personal lives.

5. BOD Portal Review

Krista Matia and Maria Strinni joined the meeting to review the BOD portal on our new website with the group. She shared that each BOD member will have their own login information to access the portal. The committee members provided input on what information should be included in the portal and how it should be organized. Krista and Maria will work to incorporate those suggestions with the goal of having it ready for the next BOD mtg on 2/28.

6. Exit Interview

Natasha reviewed the exit interview document with the group with her suggested changes. All agreed that the changes looked good. Maureen Farrell agreed to conduct an exit interview with Dave Radin. Bill Powell agreed to conduct an exit interview with

Mark Bordeau. Natasha will update the document and send it via email to Maureen & Bill. She also agreed to send Mark's contact info to Bill.

7. BOD Member Documents

Grace reviewed the BOD member documents with the group. No suggestions were made. All BOD members will receive these documents as a fillable PDF via email and will be expected to send them back before the next BOD meeting. We will compile this information for review at the next meeting in April to determine our BOD recruitment priorities.

8. Conflict of Interest Policy

Grace reviewed a draft conflict of interest policy with the group. Several suggestions were made. Grace agreed to incorporate those changes into the next version to be reviewed in April.

9. 2020 BOD Recruitment

Natasha reviewed the BOD listing by term and noted that Nancy Miller is the only BOD member who will be terming out. Natasha explained that with Mark Bordeau leaving this year and Nancy leaving in 2020, we should prioritize Broome County. The group will discuss this further in April upon review of the compiled BOD profiles. Grace expressed interest in serving for a third term. Natasha agreed to follow up with Sheri Hughey about her interest in serving a third term. Grace agreed to follow up with Alison Wolfe about her interest in serving a second term.

The meeting was adjourned at 9:24.

Minutes respectfully submitted by,

Natasha Thompson

Follow-up Items	Responsible	Date due
Update BOD Portal	Krista/Maria	2/28/19
Update exit interview doc	Natasha	ASAP
Send updated exit interview doc to Maureen & Bill	Natasha	ASAP
Send Mark B's contact info to Bill	Natasha	ASAP
Complete exit interview with Dave Radin	Maureen	4/3/19
Complete exit interview with Mark Bordeau	Bill	4/3/19
Update Conflict of Interest Policy	Grace	4/3/19
Follow up with Sheri Hughey	Natasha	4/3/19
Follow up with Alison Wolfe	Grace	4/3/19

DAVID RADIN – Exit interview conducted February 7, 2019

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?
Dave spoke with enthusiasm about his experience with the FBST. He noted that without a doubt he found being involved with the Food Bank...”to be one of the top one or two things” he has ever done!
2. With what aspects of your Board service have you been most satisfied?
Some of the most positive aspects included recruiting new Board members and then taking those individuals on tours of the FBST and supporting and getting them involved. He was also pleased when he could get volunteers with unique skills to help, even if they were only providing a single service for the FBST such as having Hank Jonas do the work on statistical analysis of the Board and its activities. Dave cited the fact that he felt his Board service involved being part cheerleader and part motivator and that he always left his sessions at the FBST with a sense of optimism and a new jolt of energy.
3. With what aspects of your Board service have you been less than satisfied?
Dave cited that although he tried to participate in many of the FBST special events, he was not always able to attend. Additionally, he was disappointed that he was not able to get more money through personal contacts and fundraising for the FBST.
4. Do you feel that your opinions and suggestions have been taken seriously and utilized effectively?
Yes.
5. Do you feel that your skills and talents have been adequately utilized during your tenure?
Yes.
6. Is there more that you would have liked to have accomplished as a Director?
Dave would have enjoyed providing some staff training since it is his area of expertise, although having a Board member involved in staff workshops might be an issue for Board review. As noted in question #4 above, Dave also regrets not being able to raise more funds for the FBST.
7. In what ways do you perceive that the Board could become more effective?
Simply stated, Dave feels the CEO is the glue that holds everything at the FBST together. Dave expressed concern that the Board is perhaps too reliant on the CEO for Board and committee tasks, such as serving as the secretary at many meetings when perhaps the Board Secretary or a committee member should be doing this work. He is cognizant that the CEO also does the majority of Board member recruitment and constantly maintains a list of potential Board members and yet, Dave perceives this as more of a Board function. He suggested that the Board get more involved in both the development work of the FBST as well as more comfortable with the fundraising aspects of Board service.
8. In what way could the structure of the Board be more effectively organized?
Dave opined that the Board could do a better job of succession planning for Board vacancies, especially in the area of annual reviews of which members are terming out. It often seems that there is a very rushed move to fill vacancies, rather than doing advance planning to groom current members for new positions on the Board. He suggested that the Executive Board consider on occasion inviting committee

chairs to attend the Executive meetings, especially when a topic is germane to a specific committee. This might encourage Board members to think about advancing up the ranks of the Board.

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?
The current Board is quite well-rounded in terms of skill areas per Dave's observation. He cited members who have expertise in IT, finance, media, the law, etc. He did note that the Development Committee should be more diligent in learning and utilizing the "Elevator Speech" to recruit new members or to garner financial support from non-Board members for the FBST. It seems that many FBST Board and committee members need more comfort in approaching people about helping the FBST. Dave offered to do a training session for Board and committee members on the "Elevator Speech" now that he is off the Board.
10. What observations would you like to make for the good of the future of the Board?
Succession planning for the Board and the staff of the FBST should be taken more seriously and made a priority, especially in the area of grooming current Board members to advance to the Executive Board. It might be helpful to encourage Board members to change committee assignments from time to time in case the initial committee post is not suitable. It would keep Board members engaged and perhaps prevent losing Board members due to being involved in a committee that is not a good fit for that individual.
11. What observations would you like to make for the good of the future of FBST?
Dave noted that he had attended several Food Bank Conferences and training sessions. He believes the experience and knowledge gained at these larger venues was invaluable and he expressed a desire to have more Board members attend such educational endeavors for the good of the FBST.
12. Why are you leaving the Board? Could anything be done to continue your service as a Director?
Dave is leaving due to the Term Limits of the FBST. He is more than willing to continue to assist the FBST in any way, including conducting training sessions as noted above when his expertise might be helpful for the staff or Board.

Date Developed: 12/21/07

Date Revised: 1/30/19

Source: Chautauqua Institution

Conflict of Interest Policy

Food Bank of the Southern Tier

The Food Bank of the Southern Tier (“FBST”) recognizes first-hand experience and involvement in the community as a positive attribute when selecting leaders. At the same time, we are aware that, particularly with members of the Board of Directors and committees, community activities will include involvement with organizations that may present a conflict of interest.

Conflict of Interest Policy

It is the policy of the FBST that no organization, business or individual shall receive special consideration due to a relationship with a FBST Board member, Committee member or staff person.

Conflict of Interest Definition

A “Conflict of Interest” is any transaction that is not a Related Party Transaction, but involves a transaction that could be perceived or interpreted to be in conflict with the FBST’s interest.

Related Party Transaction Definition

Any transaction, agreement or other arrangement in which a Related Party (see definition below) has a Financial Interest and in which the FBST or any Affiliate of the FBST is a participant.

A transaction shall not be a Related Party Transaction if:

- (i) the transaction or the Related Party’s financial interest in the transaction is *de minimis* including: a single transaction that does not exceed \$2,500; or
- (ii) the transaction would not customarily be reviewed by the FBST Board of Directors or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or
- (iii) a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the FBST serves as part of its charitable activities, and which benefit is available to all similarly situated members of the same class on the same terms.

Conflict of Interest and Related Party Transaction Practices

The following practices are adopted to assure that official actions taken by the FBST will not be affected by conflicting loyalties:

1. The responsibility for identifying and applying this Conflict of Interest Policy and Practices (the “Policy”) is placed on individual Board members and staff.
2. A Director, Committee or staff member, who has a Conflict of Interest or who is a Related Party in connection with a Related Party Transaction with an organization, business or individual shall disclose the relationship at the meeting at which the action is being considered.
3. A Director, Committee or staff member with a Conflict of Interest or who is a Related Party in connection with a Related Party Transaction may not be present at or participate in the Board or Committee deliberation or vote on the matter giving rise to such conflict and may not attempt to influence improperly the deliberation or voting on such matter.
4. The existence and resolution of the Conflict of Interest or Related Party Transaction shall be documented in the minutes of any meeting at which the conflict was discussed or voted upon.

DRAFT 5/6/19

5. The FBST shall only enter into a transaction involving a Conflict of Interest or a Related Party Transaction if the transaction is fair, reasonable and in the FBST's best interest.

Related Party Transactions shall also be subject to the following requirements:

- A Related Party Transaction must be approved by the FBST Board or designated committee of the Board before the FBST enters into the Related Party Transaction.

Annual Disclosure of Potential Conflicts

Prior to the initial election, and annually thereafter, each Director, officer or Key Person shall complete, sign and submit to the Secretary of the Board a written statement identifying, to the best of the Individual's knowledge, any entity (a) with which the FBST has a relationship; and (b) of which such individual (i) has a Financial Interest or Controlling Interest, or (ii) of which such individual has a Financial Interest or Controlling Interest, or (iii) is an officer, director, trustee, member or employee.

Other Definitions

The FBST assumes any reference to a Director, officer or Key Person's associations also refers to their Relatives.

Financial Interest: a direct or indirect ownership, investment interest or compensation arrangement that may materially or financially benefit a Related Party or a committee member.

- Related Party is defined as the following:

(a) Any individual who currently serves as:

- a voting member of the Board of Directors of the FBST or any Affiliate of the FBST;
- an officer of the FBST or any Affiliate of the FBST;
- a Key Person of the FBST or any Affiliate of the FBST; or
- any other person who exercises the powers of directors, officers or Key Persons over the affairs of the FBST or any Affiliate of the FBST.

(b) Any Relative of those persons listed in (a) above. A Relative includes: spouse; domestic partner as defined in New York Public Health Law Section 2954-A; ancestors; brothers and sisters (whether whole or half-blood); children (whether natural or adopted); grandchildren; great-grandchildren; and spouses or domestic partners of brothers, sisters, children, grandchildren, and great-grandchildren.

(c) Any entity in which an individual listed in (a) or (b) has a Controlling Interest. A Controlling Interest is defined as:

- for corporations, ownership (directly or indirectly) of more than 35% of the combined voting power;
- for partnerships or personal service corporations, ownership (directly or indirectly) of more than 5% of the profits interest; and
- for trusts or estates, ownership (directly or indirectly) of more than 35% of the beneficial interest.

- Key Person includes any person, *other than a director or officer*, whether or not an employee of the FBST, who:

- (a) has responsibilities, or exercises powers or influence over the FBST as a whole similar to the responsibilities, powers, or influence of directors and officers;
 - (b) manages the Corporation or a segment of the FBST that represents a substantial portion of the activities, assets, income, or expenses of the FBST, which for these purposes shall be ten percent (10%); or
 - (c) alone or with others controls or determines a substantial portion of the FBST's capital expenditures or operating budget, which for these purposes shall be ten percent (10%).
- Affiliate is any entity controlled by, or in control of, the FBST.

Effective [DATE]

Food Bank of the Southern Tier

2019 Board & Committee Member Profile Worksheet Expertise /Skills/Personal Data

Age	Total	%
21-34	0	0
35-50	4	25
51-65	10	62.5
Over 65	2	12.5

Gender	Total	%
Male	7	44
Female	9	56

Race/Ethnicity	Total	%
African American/Black	1	6
Asian/Pacific Islander	1	6
Caucasian	14	88
Hispanic/Latino	0	0
Native American/Indian	0	0
Other Race/Ethnicity	0	0

Religious Affiliation	Total	%
Roman Catholic	8	50
Other Christian	1	6.25
Jewish	1	6.25
Muslim	1	6.25
No Affiliation	0	31.25

Community & Civic Organizations	Total	%
Faith Based Organizations		19
Civic Organizations		12.5
Professional Organizations		44
Local Government		19
Other Boards of Directors		62.5
Community Volunteer		31.25

Occupation Areas & Expertise Areas

Accounting	5	31
Administration/Management	13	81
Banking/Trusts/Investments	5	31
Development/Foundation/Fundraising/Philanthropy	4	25
Education	3	19
Financial Management	5	31
Food Industry	0	0
Government	1	6
Health	1	6
Human Resources	2	12
Law/Legal	2	12
Marketing /Public Relations	2	12
Physical Plant	1	6
Real Estate	1	6
Retail/Grocery	1	6
Social Services	1	6
Strategic Planning	9	56
Technology	1	6

County Representation

Broome	3	18
Chemung	7	44
Schuyler	0	0
Steuben	3	18
Tioga	0	0
Tompkins	3	18

FBST BOD/Committee Representation

Board of Directors	16	100
Executive Committee	4	25
Finance/Audit Committee	5	31
N&CG Committee	4	25
Development Committee	7	44
Advocacy Committee	2	12

Board of Directors Attendance 2018 Meetings

Member	FEB	MAY	JUNE	SEP	DEC	%
Alison Wolfe	X	X	X	X	X	100
Grace Kelly	X	X	X	X (phone)	X	100
Joe Thomas	X	X	X	X	X	100
Mark Bordeau	X	X (phone)	X	X (phone)	X	100
Nancy Miller	X	X	X	X	X (phone)	100
Karl Krebs	X	X	X	X	X	100
Lorna Swaine-Abdallah	X	X	X	X (phone)	X	100
Shannon Matteson	X	X	X	X	X	100
Christina Sonsire	X	X (phone)	A	X	X	80
John Bayne	X (phone)	A	X	X	X	80
Jessica Renner	X	X	A	X	X	80
Carin Rouleau	A	X	A	X	X	60
Dave Radin	A	X	X	A	X	60
Michael Eisner	A	X	A	X	X	60
Peter Newman	X	A	A	X	X	60
Steve Hoyt	X (phone)	A	A	X	X	60
Mary Pat Dolan	A	X	A	X	A	40

Executive Committee Attendance 2018 Meetings

Member	FEB	MAR	MAY	JUNE	AUG	SEP	OCT	NOV	DEC	%
Nancy Miller	X	X	X	X	X	X	X	X	X	100
Joe Thomas	N/A	X (phone)	X	X	X	X	X	X	X	100
Dave Radin	X	X	X	X	X	X	X	X	X	100
Steve Hoyt	N/A	X	X	X	X	A	A	X	X	78

Nominating & Corporate Governance Attendance 2018 Meetings

Member	FEB	APRIL	JUNE	JULY	OCT	DEC	%
Grace Kelly	X	A	X	X	X	X (phone)	83
Maureen Ferrell	X	X	X	X	A	X	83
Dave Radin	X	X	A	X	X	X	83
Bill Powell	A	A	X	X	X	X	66
Mary Pat Dolan	A	A	X	X (phone)	X	A	50

Finance/Audit Committee Attendance 2018 Meetings

<i>Member</i>	FEB	MAY	SEP	NOV	%
Nancy Miller	X (phone)	X	X	X	100
Steve Hoyt	X	X	X	X	100
Linda Bruckner	X	X	X	X	100
Patty McLellan	N/A	X	N/A	X	100
Shannon Matteson	X	X	A	X	75
Michael Eisner	X	X	A	X	75
Mark Hillegas	X (phone)	X (phone)	A	X (phone)	75
Karl Krebs	X	X	X	A	75
Krista Niles-Updyke	A	X	A	X	50
Dick Pirozzolo	A	X	A	X	50
Meghan Rose	N/A	A	N/A	X	50

Development Committee Attendance 2018 Meetings

<i>Member</i>	JAN	MAY	AUG	NOV	%
Joe Thomas	X	X	X	X	100
Jessica Renner	X	X	X (phone)	X	100
Dave Radin	X	X	A	X	75
Peter Newman	A	X	X (phone)	X (video)	75
Alison Wolfe	X	X	A	X (phone)	75
Brigid Allinger	A	X	X	A	50
John Bayne	A	X (phone)	X	A	50
Julie Monahan	N/A	N/A	A	X	50
John Alexander	A	X (phone)	A	A	25
Marci Daniels	A	X	A	A	25
Rebecca Sexton	A	X	A	A	25

Advocacy Attendance 2018 Meetings

<i>Member</i>	Jan	April	July	%
Mark Bordeau	X	X (by phone)	X	100
Catherine Rogers	X	X	X	100
Maggie Coffey	X	X (by phone)	X	100
Erin Summerlee	X	X	X	100
Tess McKinley	N/A	X (by phone)	X	100
Steve Fowler	A	X	X (by phone)	66
Christina Sonsire	A	X	X	66
Lorna Swaine-Abdallah	X	X (by phone)	A	66
Wendy Pursel	X	A	A	33
Nancy Eckstrom	A	A	A	0
Emily Bowler	A	A	A	0