

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Committee Meeting
June 3, 2021
8:30-9:30 AM

AGENDA

TOPIC	FACILITATOR	ACTION	TIME
1. Welcome & Call to Order	Grace Park		2
2. Opening Prayer	Marty Heysham		2
3. Approval of April 1, 2021 Mtg. Minutes	Grace Park	Approve	1
4. Check-in	Grace Park		10
5. Engaging Former Board Members	Meghan Parsons	Discuss	10
6. FANO Conference- Local BOD Session Recap	Grace Park	Discuss	25
7. BOD Recruitment Update	Natasha Thompson	Discuss	5
8. Other Business	Grace Park	Discuss	5

Next Meeting
August 5, 2021
8:30-9:30 AM
Opening Prayer: Grace Park

Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

Thursday, April 1, 2021

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	
Fred Van Sickle	X	
Ex-Officio		
Natasha Thompson	X	
Staff		
Lynn Dates	X	

1. **Welcome & Call to Order** - Grace Park called the meeting to order at 8:29 am
2. **Opening Prayer** – Maureen Ferrell gave the opening prayer.
3. **Approval of February 4, 2021 Meeting Minutes** – Maureen noted grammatical changes in #8: "Alison Wolfe shared a story from an Elmira College student who was changed by attending the Hunger 101 Training." Lynn will make changes to the minutes.

*Maureen Ferrell made a motion to approve the February 4, 2021 minutes.
Fred Van Sickle seconded. All were in favor. None opposed.*

4. **Check-in** - All present gave an update on their personal/professional lives.
5. **Follow-up Items**
Lorna Swaine-Abdallah Exit Interview – Mary Pat shared additional thoughts about her interview with Lorna, emphasizing the power of ‘reaching out’. Natasha added that Lorna was the first Speakers Bureau graduate who was invited to join the BOD.
6. **BOD Recruitment** – Grace reviewed BOD/Committee Meeting Attendance adding that she and Natasha did not note any concerns. Based on the results of the BOD Profile Matrix, Grace suggested two areas of focus: 1) recruiting from younger age ranges, and 2) finding diverse candidates, although it has been difficult to recruit during the pandemic. After reviewing BOD List of Terms Grace noted that we will have up to three open BOD spots. Grace agreed to follow up with John Bayne and Anis Fadul. Mary Pat agreed to serve a third term.
7. **BOD/Committee Member Volunteer Day** – The group discussed plans for the 2021 BOD Volunteer Day and noted September 25, as a possible date.
8. **Other Business** – no other business noted

The meeting adjourned at 9:30 am
 Minutes respectfully submitted by,
 Lynn Dates, *Executive Assistant to
 Natasha Thompson, President & CEO*

Next Meeting
 June 3, 2021
 8:30-9:30 AM
 Opening Prayer: Marty Heysham

Equitable and Inclusive Strategic Board Recruitment

(Jim Taylor, BoardSource, Washington, DC)

Overview of BoardSource's Vision

- **Vision:** A world where every social sector organization has the leadership it needs to fulfill its mission and advance the public good.
- **Core Belief:** It is *impossible* for the social sector to achieve this vision without a commitment to equity, diversity, and inclusion.
 - **Equity** - focused in understanding and developing strategies in the societal context in which the organization operates
 - **Diversity** in board composition (skills, expertise, lived experiences, cultural/ethnic background, networks)
 - **Inclusion** in building a board culture of trust, candor, and respect for everyone

The Data: We've Got a Long Way to Go . . .

- The nonprofit sector isn't as diverse as it should be, as indicated by our national survey data:
 - 87% of nonprofit chief executives are white
 - 78% of nonprofit board members are white
 - 19% of nonprofit boards are entirely white
 - 65% of board chairs said that the board's composition did not represent the demographics of the population served by the organization
 - 76% of boards do not place a high priority on demographic diversity when they recruit board members

5 Questions That Boards Should Discuss

- Is our organization's reputation being negatively (or positively) impacted by our board's current composition regarding diversity?
- If someone were to make assumptions about our organizational values based on our board composition, what would they be likely to think?
- How well are we cultivating a deeper understanding of the community or communities that we serve and bringing their perspectives, needs, feedback, and priorities into our strategic boardroom discussions?

- Are we ever at risk of making decisions without fully understanding how these decisions may affect those we serve?
- If we were to make a deeper commitment to diversity, inclusion, and equity, what would that mean for our mission, our work, and the people we serve?

Board Recruitment Strategies

- Develop an action plan, policies, and procedures to address self-identified weaknesses
 - Use a board recruitment matrix to identify areas you want to address
 - Set expectations up front with board candidates, especially related to
 - Assess candidates' level of comfort and experience related to the organization's work and mission
 - Move beyond regular channels for board recruitment
 - Post board searches
 - Connect with local chapters of national ethnic professional and civic associations
 - Engage staff
 - Engage every board member

Board Retention Strategies

- Establish written diversity policies
- Implement a detailed orientation process
- Assign a "buddy"/mentor
- Provide equal access to board leadership opportunities
- Pay careful attention to board social inclusion practices
- Ask board members of color for feedback on the recruitment process they experienced
 - What worked well?
 - What didn't work so well?

“12 Key Principles that Characterize High Performing Boards”

1. Susan Meier (consultant) drove discussion based upon the book “The Source: Twelve Principles of Governance That Power Exceptional Boards”
2. Boards should ask themselves “Where will we be on January 1, 2022?” Should consider greater creativity, innovation...
3. The 12 Principles of Governance That Power Exceptional Boards:
 - a. Constructive Partnership
 - i. Strong collaboration and trust between board and CEO required
 - b. Mission Driven
 - i. Mission moment – start every meeting with this; why does the mission matter; take 1-3 minutes to discuss one example at the board meeting; need to integrate mission with values, fundraising, ops, decision making, etc.
 - c. Strategic Thinking - not just once a year but at every board meeting; example would be to discuss options, future, etc.
 - d. Culture of Inquiry
 - i. Draw upon multiple sources of information and perspectives; ensure all voices are heard; practice constructive discontent
 - e. Independent Mindedness
 - i. Rigor – with conflict of interest practices and procedures
 - ii. Avoid undue influence based on loyalty, seniority, position, reputation
 - iii. What’s in the best interests of the FBST – always
 - f. Ethos of Transparency
 - i. Tax return – file IRS Form 990 and put on website for total transparency
 - ii. Donors – acknowledge all donors (or maintain confidentiality of anonymous donors when requested)
 - iii. Whistleblower policy – need to ensure available to all employees
 - g. Compliance with Integrity
 - i. Code of ethics – review audits and exec comp; ensure auditing firm or at least lead partner is changed every 5 years; CEO salary comparisons are documented and shared with full board
 - h. Sustaining Resources
 - i. Not just budgeting; resource generation and strategic allocation; determine priorities; manage strategic growth and make sure it’s sustainable (e.g., post-pandemic, how do we continue fundraising)
 - i. Results-Oriented
 - i. Program evaluation and benchmarking – conduct regularly and ensure it’s robust (e.g., pounds of food, clients served, locations reached, donations, etc.)

- j. Intentional Board Practices
 - i. Size – average size of board is 15 members but may not be best practice
 - ii. Committees and task force – advance work of the board, leaner is better
 - iii. Meetings optimized – use agenda; spend time on most important issues; list questions to drive discussions; send materials in advance
 - iv. Bonding during COVID – informal chat 30 minutes before formal meeting (e.g., everyone Zooms in with their dinners or glass of wine); need informal level of community to remain connected
 - v. Have one principle at each board meeting to discuss and do deeper dive
 - vi. Board meeting length – recommended 90 minutes, convene more frequently for less time

- k. Continuous Learning
 - i. Orientation for new members – needs to be comprehensive; use mentor program
 - ii. Beyond the boardroom – read articles related to FB; talk to others in the industry
 - iii. Board self-assessment – tool that reflects board performance; conduct at least every third year, use consultant to interpret results
 - iv. Board member renewals – should be assessed before term renewal (not automatic); create process; creates opportunity for board members to ask “What more can I do” and can call individuals out about service

- l. Revitalization
 - i. Term limits – necessary for fresh thinking, diversity and new “circles of influence;” but can allow re-election after member has been off board for a year; prior board members can be part of “council of advisors;” important to keep former board members engaged as they already have passion and are FB’s biggest supporters
 - ii. DEI – need to think if we are inclusive, do we make a public statement with our diversity, equality and inclusion efforts?
 - iii. Strategic recruitment – ideal board 5 years from now may be different in 10 years; need different skill sets; what is the work of the board in next 2-6 years? What resources/thinking do we need?