

**FOOD BANK OF THE SOUTHERN TIER**  
Nominating & Corporate Governance Committee Meeting  
October 16, 2019  
8:30-9:30 AM

**AGENDA**

<b>TOPIC</b>	<b>FACILITATOR</b>	<b>ACTION</b>	<b>TIME</b>
1. Welcome & Call to Order	Grace Kelly		2
2. Opening Prayer	Maureen Ferrell		2
3. Approval of July 29 Mtg. Minutes	Grace Kelly	Approve	1
4. Check-in	Grace Kelly		10
5. BOD Recruitment <ul style="list-style-type: none"><li>• Marty Heysham</li><li>• Committee Member Follow-up:<ul style="list-style-type: none"><li>i. Jim Shuppert</li><li>ii. Paul Holland</li></ul></li></ul>	Natasha Thompson	Update	10
6. BOD Assessment	Grace Kelly	Discuss	15
7. BOD Development	Natasha Thompson	Discuss	10
8. Follow-up Items <ul style="list-style-type: none"><li>• COI policy update</li></ul>	Grace Kelly	Update	5
9. Other Business	Grace Kelly	Discuss	5

**Next Meeting**

December 4, 2019  
8:30-9:30 AM

Opening Prayer: Natasha Thompson

*If you plan to join the meeting remotely, please inform Lynn Dates*

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

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

**1. Welcome & Call to Order**

Grace Park called the meeting to order at 8:30 am.

**2. Opening Prayer**

In lieu of a prayer, the group observed a moment of silence.

**3. Approval of May 13, 2019 Mtg. Minutes**

*Maureen Ferrell made a motion to approve the May 13, 2019 minutes.  
 Bill Powell seconded. All were in favor. None opposed.*

**4. Check-In**

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

**5. CCDOR Conflict of Interest Policy Review**

Natasha distributed hard copies of the CCDOR Conflict of Interest policy and form for review. The group asked if we are compelled to use this form or if we could make changes. Natasha will communicate with CCDOR's Compliance Team and report back to the committee.

**6. BOD Recruitment**

Natasha informed the group that Christina Sonsire submitted her resignation due to overcommitment. This leaves us with potentially three open positions on the BOD effective February 2020. Natasha reviewed Erin Summerlee's information with the group. All felt she would be a good candidate. She also shared that Dave Radin expressed interest in rejoining the BOD if possible. All agreed that it would be good to have someone with Dave's commitment and historical knowledge of the organization serve on the board.

Grace updated the group on her conversation with Dr. Jim Schuppert who recently retired as Corning Incorporated's medical director. He asked her to reconnect with him in the

fall. Maureen reported that she has not had any luck reaching Juan Jones. Bill Powell has not yet contacted Paul Holland. Grace will follow up with Alison Wolfe regarding her interest in serving a second term. Natasha sent BOD information to Marty Heysham, Elmira Wegmans Store Manager. She also shared that Jessica Renner is interested in serving as BOD Secretary in 2020.

## 7. BOD Assessment & Self-Assessment

Grace reported that Hank Jonas will no longer be able to provide us with access to the Corning Incorporated survey software for the BOD Assessment & Self-Assessment. As such, we will need to explore other options, like Survey Monkey, to deploy the BOD Assessments. Grace shared a copy of the BOD Assessment used by the Community Foundation and asked if this would be the time to update and streamline our assessment. The group considered the question: what type of survey will give us the best information that we can act upon to improve how the board supports the Food Bank?

Mary Pat suggested that we only need to ask the following three questions (ideally in person):

- What do you think the BOD does well?
- What do you think the BOD could do better?
- How can we use your skills & talents more effectively?

The group agreed that we should eliminate the Self-Assessment. The committee will discuss the BOD Assessment further at the next meeting in October.

## 8. Other Business

The next meeting was rescheduled for **October 16, 8:30-9:30.**

The meeting was adjourned at 9:40

Minutes respectfully submitted by,

Natasha Thompson  
President & CEO

<b>Follow-up Items</b>	<b>Responsible</b>	<b>Date due</b>
Follow up with CCDOR Compliance Team re: COI	Natasha	ASAP
Follow up with Dr. Jim Schuppert	Grace	Oct 16
Follow up with Alison Wolfe re: second term	Grace	Oct 16
Contact Paul Holland	Bill	Oct 16

**FOOD BANK OF THE SOUTHERN TIER**  
**Board of Directors**

**PROPOSED 2020 ELECTION SLATE OF DIRECTORS & OFFICERS**

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

Grace Kelly

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

Alison Wolfe?

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

Erin Summerlee  
Marty Heysham  
Dave Radin?

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  
Update: 10/11/19

# SUCCESSFUL BOARD SELF-ASSESSMENTS

Considering the important role the board has within a nonprofit, why would any organization be content with a sub-standard board — a board with inadequate performance and fulfillment of its responsibilities — and not be open and willing to improve its members' individual and collective performance? The best way to make the case for board improvement is to conduct periodic board self-assessments to identify your board's strengths and areas in need of improvement.

## WHY ASSESS PERFORMANCE?

Board self-assessment provides you with the opportunity to

- look internally at the board itself
- reflect on your board members' individual and shared responsibilities
- identify different perceptions and opinions among board members
- determine areas of responsibility that need attention
- use the results as a springboard for board improvement
- increase the level of board teamwork
- clarify mutual board/staff expectations
- clarify common objectives as well as check that everyone is speaking the same language, i.e. ensuring that everyone abides by a shared vision
- demonstrate accountability as a serious organizational value
- display credibility to funders and other external audiences

## GETTING READY

Planning well is half the battle. Here are some tips that help board members get excited about the assessment process and prepare for it.

- Include periodic self-assessment among your bylaws clauses. It is the surest method to make the case for assessment if your bylaws include it as one of the principle policies for the board.
- Task the governance committee (not your chief executive or the chair) to ensure that assessment takes place regularly and is well organized. This committee is the permanent structure of your board; officers and chief executives change. Also self-assessment is a board commitment; when the call for action comes from within the team, the "voice" is different.
- Plan to conduct a self-assessment every two to three years. It is not necessary to conduct one every year — you need time to implement any potential changes and learn new ways to function as a board.
- Your auditing firm, as an outside monitor, should also make sure that the processes in the bylaws get respected.
- Keep in mind that it is not going to be an organizational assessment. The entire focus is on the board, on its work, structure, and dynamics.

## MAKING PROCESS WORK

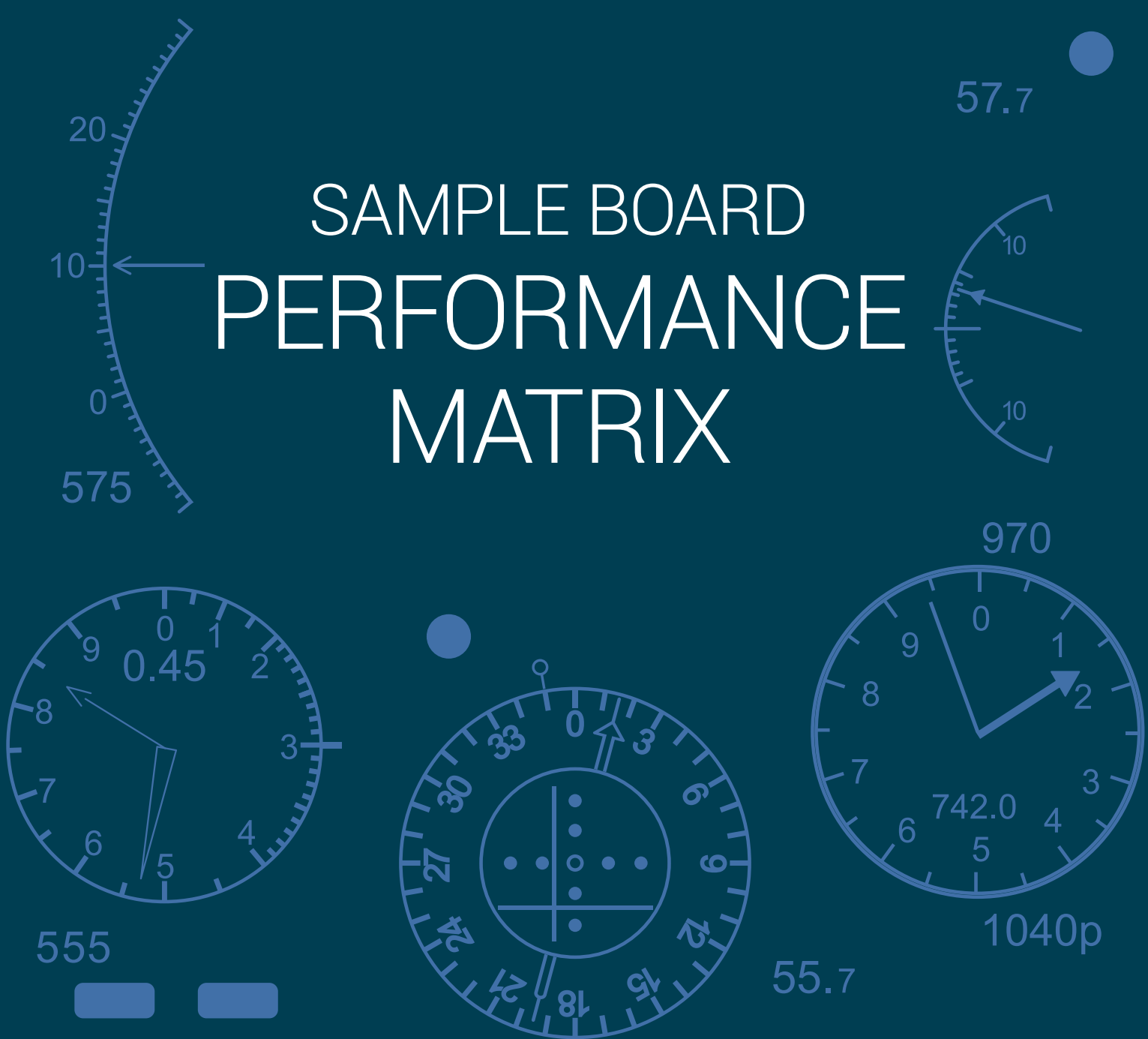
How the board conducts a self-assessment influences how successful it will be while securing its role as a standard process.

# SUCCESSFUL BOARD SELF-ASSESSMENTS

- Clarify the purpose of self-assessment to everyone. It is not to be judgmental or focus only on weaknesses and negative aspects. Its purpose is to help the board get to the next phase of development. One of its benefits is to act as a planning tool for the board.
- Discuss the questionnaire your board has chosen to use to make sure everyone is familiar with the process and has a chance to ask detailed questions.
- Expect confidentiality. Opinions and comments expressed during the process should not be attributed to individual board members but should be shared in the aggregate report. Confidentiality is the only way to ensure that everyone shares honest opinions without a filter or fear of being criticized.
- If possible, rely on an outside facilitator to collect the completed questionnaires, analyze the comments, and provide the full board with a report. This third party confidentiality brings an added level of neutrality to the end discussion.
- Keep in mind that comments and opinions are simply perceptions of board members. There are no wrong answers.
- Provide each board member with the opportunity to comment on how he/she assesses his/her own performance vis-à-vis the full board. It is often quite educational to see the results. Not surprising, but often, board members see themselves in a better light than they see the full board's performance.
- Include your chief executive in the process. Even if the chief executive is not a voting member of the board, he/she works closely with the board and should have an insightful perspective of the board's effectiveness.
- Make sure that the results of the assessment get shared with the full board and action is taken afterwards. No follow up is the worst consequence to self-assessment.

For some boards, the first self-assessment experience feels awkward and somewhat daunting. However, if the process and the consequences are accepted, the first assessment should result in a beneficial learning experience. Embarking on a second assessment proves that the board has learned the importance of monitoring its own effectiveness. Assessment is about the future and ensuring that the board's contribution to the organization is always top quality.

# SAMPLE BOARD PERFORMANCE MATRIX



Each member of the board of directors plays a key role in the success of an organization, both in terms of governance and support. Recognizing that each member has a unique and valued set of attributes in terms of time, talent, and treasure to assist in achieving our mission and vision is important. To serve on a board is both a responsibility and a privilege. This sample matrix is intended to provide a benchmarking tool for board members to evaluate their level of contribution in the various aspects of their board responsibilities.

## SAMPLE BOARD PERFORMANCE MATRIX

For the sample organization used for this matrix, four key board responsibilities have been identified and behavioral statements help clarify the different levels of participation. For many board members who have a competitive spirit to “be the best,” this spurs enhanced outcomes.

BOARD MEMBER FUNCTION	THRESHOLD PARTICIPATION	FULL PARTICIPATION	EXCEPTIONAL PARTICIPATION
<b>Board/Committee Meetings</b>	<p>Attend at least 70% of meetings and actively participate/provide input</p> <p>Read/understand all material provided for meetings</p> <p>Participate on a board committee</p>	<p>Meet Threshold expectations</p> <p>Attend 85% of meetings</p>	<p>Meet Full expectations</p> <p>Serve as a committee chair or an officer of the board</p>
<b>Stewardship of talent and Treasure (Includes In-kind)</b>	<p>Personally make annual contributions</p> <p>Leverage gifts/in-kind contributions</p>	<p>Meet Threshold expectations</p> <p>Contribute to and attend at least one fundraising event</p>	<p>Meet Full expectations</p> <p>Contribute to and attend more than one fundraising event</p> <p>Help identify new sources of revenue</p> <p>Provide professional expertise for the organization operations</p>
<b>Board Development</b>	<p>Attend board orientation sessions</p> <p>Understand and articulate mission, vision, and key service offerings</p> <p>Provide names of potential board candidates</p>	<p>Meet Threshold expectations</p> <p>Nominate candidate(s) who can contribute to the organization</p>	<p>Meet Full expectations</p> <p>Actively recruit candidate(s)</p> <p>Mentor new board members</p>
<b>Enhance Organization’s Public Standing</b>	<p>Become familiar with programs and services offered</p> <p>Clearly articulate the mission, vision, programs/services, accomplishments, and goals within one’s own sphere of influence</p>	<p>Meet Threshold expectations</p> <p>Speak with others outside organization about mission, goals</p>	<p>Meet Full expectations</p> <p>Actively garner support from the community</p> <p>Attend community events/meetings on behalf of the organization and promote organization to others</p>



# 18 QUESTIONS

## to Ask Your Board about Culture

A culture that discourages dissent, degrades trust, or oppresses certain voices can lead to a board that makes poor decisions. A “culture of inquiry,” on the other hand, includes the following:

- a sense of mutual respect, trust, and inclusiveness among board members
- the capacity to explore divergent views in a respectful rather than adversarial manner
- a willingness to gather relevant information to inform decisions
- equal access to information
- the presence of active feedback mechanisms that help the board engage in continuous improvement
- an individual and collective commitment to decisions, plans of action, and accountability to follow through on the board’s agreements

Boards that foster a culture of inquiry are not afraid to question complex, controversial, or ambiguous matters or look at issues from all sides. A healthy culture of inquiry promotes thoughtful decision making, even when the decisions are tough ones. When dialogue, candor, and dissent are all part of group dynamics, board members master the skills of listening, dissecting the issues, and responding thoughtfully, truthfully, and in the best interests of the organization. Learning and information gathering are important ingredients in a culture of inquiry, since decision making and accountability depend on board members’ confidence that they are knowledgeable about various sides of an issue. Furthermore, board members in a culture of inquiry don’t accept easy answers. Vigilance is part of the culture, and board members are aware that difficult questions need deliberation, and that situations that seem trouble-free may encompass deeper, more complicated issues.

Use these 18 questions to examine the way that your board conducts business so that you can nurture a culture of inquiry.

1. Do board members receive meeting materials in advance?
2. Are board members willing to ask for additional information to make decisions?
3. Do your board meetings provide opportunities for education?
4. Are board members discouraged from gathering information from outside sources when it would inform the board’s decisions on important and complex issues?
5. Are board members reluctant to voice their concerns before reaching a collective decision?
6. Do all board members speak at meetings, or do a few board members tend to dominate conversation?
7. Do board members chronically interrupt each other?
8. Do board members feel uncomfortable with questioning long-held assumptions of board or staff members in the room?
9. Are differences of opinion treated as conflict that needs to be either quelled or resolved?
10. Do board decisions spark conversation, or do they generally pass their votes with little to no explanation?
11. Does your board regularly set aside time for board members to get to know one another?
12. Do you take time to celebrate organizational successes with your board?
13. Do your board meetings offer opportunities for strategic thinking and long-term decision-making?

# 18 QUESTIONS

to Ask Your Board about Culture

14. Does your board chair ensure that all board members have opportunities to serve in capacities that interest them, whether or not they overlap with professional skills?
15. Are board members encouraged to generate alternative courses of action or examine the potential consequences of high-stakes decisions the board is called on to make?
16. Do you periodically distribute meeting evaluations to ensure that board members feel they are engaged on the topics that you cover?
17. Once a decision is made, do individual board members challenge the decision-making processes or outcome in public?
18. Do you conduct exit interviews of departing board members?

A culture of inquiry is not a tool or a task, but a style of governing. Is a culture of inquiry something that any board can develop? Yes, but it's impossible to change the culture without the presence of individuals (ideally the chief executive and the board chair) who truly serve as role models and provide the tools for a culture of inquiry. Can a culture of inquiry be maintained once it is established? Yes, but it is an ongoing process, not an intermittent task. Take the answers to these questions to help you begin the journey toward making your board as effective as possible.

Resource: [\*Culture of Inquiry: Healthy Debate in the Boardroom\*](#)

# THE CARE AND FEEDING OF YOUR BOARD

## A Checklist for a Top-Level Board **Governance Committee**

*The governance committee is the committee of the board, by the board, and for the board. This committee — which is sometimes called the board development committee and in the past was usually called the nominating committee — ensures that the board is doing its work effectively.*

*Every board should have a standing governance committee or some other formal mechanism that carries out its functions. In fact, some leaders argue that the governance committee is the most important board committee. And yet, according to *Leading with Intent: A National Index of Nonprofit Board Practices 2015*, only 53 percent of nonprofit boards have a stand-alone governance committee or a combined governance/nominating committee.*

*If your board does not have a governance committee, we invite you to read on to learn more about its function from consultant Gail Perry and to form one in the near future.*

Who is looking out for the care and feeding of your board? You really, really need a governance committee to do this important work.

In fact, I can't think of anything MORE important.

Because if you want to have a high-performing board, you've got to make it happen. It certainly won't happen by itself.

The governance committee also serves as your board nominating committee. But in this case, it morphs into a larger, full time role — the job of making sure the board is working properly. In a way, the governance committee is the recruiting, assessing, board development, and social committee of the board. Here are its jobs:

### 1 **Track Board Skill Sets and Develop a “Dream Team” board profile.**

Maintain an inventory of the skills, capabilities, and other desirable characteristics that are currently represented on the board and of those that you are seeking to add.

### 2 **Identify and Develop Potential Board Members.**

Meet quarterly to identify and review the cultivation status of potential board members.

You need to be working all year long to develop a solid “bench” of potential board members.

### 3 **Monitor Board Meetings.**

The governance committee makes sure board meetings are both effective and efficient. You do NOT want to have high-level board members doing low-level work in your meetings.

It's up to the governance committee to be sure meetings are interesting and engaging for board members.

Create a meeting evaluation form and ask each board member to complete it after each board meeting. Work with the board chair to address any issues that surface.

### 4 **Enlist New Board Members.**

Monitor board vacancies and enlist new board members who fit your “dream team” profile.

Meet with candidates and explain the expectations and duties of board members. It's up to the governance committee to ensure everyone understands and signs on to a clear set of expectations.

### 5 **Conduct a Board Self-Assessment and Address the Issues Surfaced through Board Development.**

A board self-assessment is essential to find out how board members feel the board is functioning — both as a whole and as individuals. The self-assessment is a wonderful way to pull out important issues that are not talked about publicly at board meetings.

BoardSource recommends that you conduct a comprehensive self-assessment approximately every two years and then create and implement a board development plan to address those issues surfaced. Consider planning a board retreat to focus on the results of your assessment and on board development.

### 6 **Enforce Term Limits.**

Time and again, boards are shying away from enforcing term limits. BUT, in the words of a very smart board member, who said to me recently, “If we are ever going to get serious about raising money, we have to have term limits.”

Term limits make sure that new ideas come into your board — ideas you should welcome. They ensure that the board does not turn into a private social club, in which case your mission will get subverted.

And most importantly, they rotate more and more members of your community into a close relationship with your cause. It lets you expand the number of close friends of your organization — and then anything is possible!

# THE CARE AND FEEDING OF YOUR BOARD

## A Checklist for a Top-Level Board Governance Committee

### Ensure Good Governance Practices.

Term limits are just one of many good governance practices. Establishing clear expectations for board members is another.

BoardSource has developed a list of [29 recommended governance practices](#), and I have a list of 26 that I invite you to access as well.

### Track Board Member Performance.

Institute a board member report card or checklist.

This lets each individual board member track his or her actions and contributions against expectations.

The highest performing boards that I work with arrange this type of feedback to individual board members.

*Remember: What gets tracked gets done! This goes for your board too.*

### Orient New Members.

Manage appropriate board orientations and encourage the rest of the board to attend them.

Orientation is so very important! It helps bring new board members on as full members of the team.

Otherwise they will tend to hold back until they feel comfortable as members of the group.

### Manage Continuing Education.

Many board members say they want more education about their organization and the context that it operates in.

A recent study of corporate board members found that they were tired of endless data on how their business was doing. Instead they wanted more information on competitors and the industry. Consider bringing this type of education to your board members.

Try some informal education sessions. Let your board members choose the topics.

You'll emerge with a happier, higher-performing board.



### Monitor Board Member Involvement.

Oversee the involvement and engagement of all board members. Check in with those who miss meetings and those who have a lot of absences.

Encourage everyone to be involved and active as appropriate, and to fulfill the expectations of board members.

### Organize Social Time.

Manage board social events so that all board members can get to know each other.

Understand that bringing the board together socially is vitally important for teambuilding and establishing cordial personal relationships among board members.

They can't work together as a group if they don't know each other.

### Monitor Board Diversity and Inclusiveness.

Manage appropriate board diversity.

It's one thing to recruit diverse members of the board. It's another thing to be sure they feel included as full members of the group.

Otherwise you may lose your highly sought minority members.

*Gail Perry, MBA, CFRE, is an international fundraising consultant, speaker, trainer and thought-leader. Her Fired-Up Fundraising approach, developed over the past 25 years as a nonprofit philanthropy expert, has helped organizations raise hundreds of millions in gifts.*

*Gail's approach to raising money in today's world pulls from the very latest innovative strategies. A popular speaker, she leads energizing fundraising workshops and board retreats around the globe. She particularly enjoys working with nonprofit board members; introducing them to a new perspective on fundraising and ways they can be successful. Her book, Fired-Up Fundraising: Turn Board Passion into Action (Wiley/AFP) has been called the "gold standard guide to building successful fundraising boards."*

*Gail launched her fundraising career at Duke University and then went on to lead fundraising at the Kenan-Flagler Business School at the University of North Carolina at Chapel Hill. You can read her weekly blogs at [FiredUpFundraising.com](#), and also find her articles at Fundraising Success, Guidestar, and Capital Campaign Magic.*

**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:**

## **BOARD EDUCATION**

26. \_\_\_\_\_ The Board is given timely continuing education to broaden its information base in order to develop policy.
27. \_\_\_\_\_ Directors are given ample opportunity to participate in FBST events and activities.
28. \_\_\_\_\_ Directors routinely receive updated information that is pertinent to effective Board operations.

## **COMMENTS:**

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1. What are the greatest strengths of this Board?
  
  
  
  
  
  
  
  
  
  
2. What could this Board do differently to increase its effectiveness and value to the Food Bank?
  
  
  
  
  
  
  
  
  
  
3. What should be the key strategic focus of this board over the next five years?

***THANK YOU!***