

FOOD BANK OF THE SOUTHERN TIER

Board of Directors *Committee Description*

AUDIT & COMPLIANCE COMMITTEE

PURPOSE:

The Audit & Compliance Committee shall assist the Board in its oversight of the following; 1) adequacy of the Food Bank's system of internal controls and financial reporting practices, 2) appointment of the external auditors, unless appointed by the Diocese, 3) annual review of the audited financial statements, and 4) administration of the Food Bank's policy on conflicts of interest and confidentiality. The Committee shall also be responsible for considering matters related to the effectiveness of the FBST's systems of internal control, corporate policies, procedures, risk management and other designated functions.

RESPONSIBILITIES:

1. To review annually changes in legislation that may affect the requirements relating to financial statement presentation or controls.
2. To review with Food Bank management and the external auditors the annual audited financial statements. To accept the annual financial statements and recommend their approval by the Board.
3. To review annually with the President/CEO and the Finance Director of Catholic Charities the process for determining the adequacy of controls over financial reporting and other financial systems.
4. Represent Agency in selection of Auditors.
5. To review with Food Bank management the Food Bank's major financial risk exposures and the steps management has taken to monitor and control such exposure.
6. To oversee and evaluate annually the effectiveness of the established Food Bank procedure for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (Whistleblower Policy).
7. Perform duties as specifically outlined in the Operating Principles & Practices document of the Audit Committee.

COMPOSITION:

The Audit Committee shall consist of at least three (3) independent Directors and independent non-director members, one of whom shall be appointed chairperson. The Chair of the Board shall be an ex-officio member of this committee.

MEETINGS:

Meetings shall be held at least 2 times per year. Special meetings may be called as necessary.

LIMITS OF AUTHORITY:

The Audit Committee submits recommendations to the Board of Directors.

Date Developed: July 12, 2006
Date Approved: January 12, 2007

Date Revised: September 15, 2006
Date Reviewed: September 8, 2008
September 10, 2009
February 2, 2010
November 4, 2010
May 7, 2015
November 7, 2017

FOOD BANK OF THE SOUTHERN TIER

Audit Committee

Critical Task List Tracking Calendar

Task	May	Nov	As Needed
A. General			
1. To develop and maintain free and open means of communication with the Board, the Food Bank of the Southern Tier’s certified public accountants, the Food Bank of the Southern Tier’s internal auditors, and the financial and general management of the Food Bank of the Southern Tier.			x
2. To engage independent counsel or other advisors, as necessary, to undertake investigations within the scope of its duties.			x
3. To perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with the operating principles and practices and the Food Bank of the Southern Tier’s bylaws.			x
4. To review and reassess the adequacy of the operating principles and practices and committee charter annually and recommend any proposed substantive changes to the Board for approval.		x	
5. To present an annual report of activities to the Board, including any material changes to the operating principles and practices and the committee charter; along with an evaluation of the Committee’s performance. The Chairman shall provide periodic reports to the Board as required.		x	
6. To review annually changes in legislation that may affect the requirements relating to legal or regulatory matters that may affect the financial statements or organizational		x	
B. Financial Statements and Internal Controls			
1. To review with management and the certified public accountant the annual audited financial statements. To accept the financial statements and recommend their approval by	x		
2. To review with the Finance Director of Catholic Charities the process for annually determining the adequacy of controls over financial reporting and other financial systems. The review shall include an examination of any material changes or deficiencies in such controls and steps taken to cure the deficiencies.	x		
3. To review disclosures of all material off-balance sheet arrangements.	x		
4. Review UPMIFA/NYPMIFA Regulations			x

C. Certified Public Accountants

1. To represent the Agency in the process of selecting an auditor as needed.			X
2. To meet with the certified public accountants without management present at least annually or as needed.		X	
3. To meet as needed with the certified public accountants before commencing annual audits, to review the general scope and risk assessment procedures of the audit, to discuss areas where the Committee may desire special emphasis, and to evaluate the approach for testing the internal control structure.		X	
4. To review at least annually:			
a. Critical accounting policies and practices to be used in the audit.			X
b. Alternative treatments of financial information within GAAP that have been discussed with Food Bank of the Southern Tier management, ramifications of the use of such alternative disclosure and treatments, and the treatment preferred by the certified public accountant.			X
c. Other material written communication between the certified public accountants and the Food Bank of the Southern Tier management, such as any management letter, schedule of unadjusted differences or engagement letter.			X
5. To annually review the performance of the certified public accountants.	X		
6. To discuss with the public accountants all significant relationships the accountants have with the Food Bank of the Southern Tier.	X		
7. To approve all audit and non-audit services provided by the certified public accountants, including tax services.			X
8. To review with the certified public accountant and Food Bank of the Southern Tier management any problems or difficulties encountered in the course of the audit work.			X
9. To address any unresolved disputes between management and the certified public accountants.			X
10. The Committee shall ensure that the certified public accountants are prohibited from performing any non-audit services, including:			X
Bookkeeping or other services related to the accounting records or financial statements of the Food Bank of the Southern Tier;			
Financial information systems design and implementation;			
Appraisal or valuation services, fairness opinions, or contribution-in-kind reports;			
Actuarial services;			

Internal audit outsourcing services;			
Management functions or human resources;			
Broker or dealer, investment adviser, or investment banking services;			
Legal services and expert services unrelated to the audit; and			
Any services that the Board determines, is impermissible.			
D. Whistle Blower Policy			
1. The Audit Committee shall oversee and the Food Bank of the Southern Tier management shall establish a procedure for the:			
a. Receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters.			X
b. Confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.			X
c. Substantive complaints will be reported to the Committee on an on-going basis.			X
d. The Committee shall evaluate the effectiveness of the procedure on an annual basis.		X	
2. Ensure annual training on the policy.		X	
E. Conflict of Interest & Confidentiality			
1. Oversee the Food Bank's policy on conflicts of interest & confidentiality.			
a. Review conflict of interest & confidentiality agreements & revise if needed		X	
b. Ensure the annual execution of BOD & Committee Members' conflict of interest & confidentiality agreements		X	
c. Review compilation of potential conflicts of interest among BOD & Committee Members and make recommendations if needed	X		
E. Risk Assessment			
1. The Committee shall review with Food Bank of the Southern Tier management the Food Bank of the Southern Tier's major risk exposures and the steps management has taken to monitor and control such exposure.			X
2. The Committee shall identify high risk areas to be presented to the Board on an annual basis.			X
3. Review critical policies & procedures training plan annually with FBST staff.		X	
F. Independence/Financial Expertise			

1. As part of a private session of the Committee, members shall make a full disclosure of all business and financial interests that could affect the ability to serve as a Committee member.	x	x	x
2. The Committee shall include in each meeting agenda an opportunity for Committee members to discuss new relationships.	x	x	x
3. The minutes of the meetings shall reflect new members and indicate any changes in status and that financial expertise is present on the committee.	x	x	x
G. Other Matters			
1. The Committee shall hold education sessions for members on relevant topics.			x
2. The Audit Committee shall provide an opportunity at each meeting to go into executive session without Food Bank management present.	x	x	x
3. The Audit Committee shall provide an opportunity at least annually for the evaluation of its work.		x	
4. The Committee shall review its committee description and tracking annually and revise as needed		x	
Source: College & University Best Practices --			
Approved: Jan 07 -- Revised: June 06, Sept 06, Jan 07, Nov 10, Feb 11, Dec 11, Nov 13, May 14			

FOOD BANK OF THE SOUTHERN TIER
Board of Directors
Board Member Expectations

I. Ongoing Requirements of all Directors

A Food Bank Director:

- Adheres to board meeting attendance policy
- Abides by the policies and bylaws of the FBST and Catholic Charities of the Diocese of Rochester, Inc.
- Adheres to the organization's standards of ethical conduct (conflict of interest) and annual execution of conflict of interest statement (Policy A.2)
- Adheres to organizational value statements (Collaboration, Respect, Integrity, Service, Stewardship and Accountability, Urgency)
- Acts fiscally responsible regarding the financial health of the organization
- Is willing to make a significant ongoing personal financial donation
- Is willing to actively participate in fundraising efforts
- Advocates for the Food Bank in the community
- Commits to a term of office for which appointed
- Actively participates in board activities and committee work
- Assists in the identification and recruitment of new directors when appropriate
- Participates in the evaluation of the President/CEO and supports incumbent's ongoing development
- Approves and oversees capital campaigns and fundraising
- Respects confidentiality of board business
- Participates in development of the organizational strategic plan
- Resigns if unable to fulfill expectations

II. Opportunities for Growth: Strengthening Connection to & Knowledge of the Food Bank

For newly appointed directors, the following list of activities is suggested as a guideline depending on the person's prior experiences and familiarization with the Food Bank's operations, and available time because of work schedules. The goal is to achieve a director population of knowledgeable, motivated, and informed individuals who are willing and able to carry out their responsibilities.

Board Committee Meeting Visits:

New directors are encouraged to attend at least one committee meeting other than their own in the second or third year of membership.

Member Agency Visits and/or a "Ride in the Truck":

New directors should visit one or more of our member agencies to see and participate in the work that is conducted "on the front lines" directly with the people that we serve, preferably during a food distribution.

Mentoring:

During the recruitment and nomination process, it may be determined that a new director would benefit from having a “Board mentor” who can counsel and further educate the new director as they move through the first year of their term.

Departmental Orientations:

New directors should feel free to schedule a face-to-face meeting with each of the Food Bank’s managerial staff to become acquainted with the organization’s operations & to understand specific program areas in greater detail.

Warehouse experience

New directors should experience a volunteer activity in the warehouse, arranged by FB staff.

Attendance at a Food Bank event

The organization conducts many events in the community during the year to raise awareness, gather support, and increase its visibility. Within the first year, a new director should attend at least one such event to see how we interact with the public and gain additional insight on this key part of our mission.

FOOD BANK OF THE SOUTHERN TIER
Board of Directors Operating Policy and Procedure

POLICY: Removal/Dismissal of a Director from the Board of Directors

EFFECTIVE DATE: February 2010

REVISED DATE: August 2014

1. Responsibility for dismissal of a Director lies with the BOD.
2. During recruitment of a potential new Director and before such new Director is elected and signs the required agreements upon being elected a Director, such potential new Director shall have read all pertinent requirements of BOD membership, including the required agreements. Responsibility for completion of this action shall be that of the BOD Chairperson or her/his designee.
3. During a new Director's orientation, the BOD Chairperson or her/his designee shall review these requirements in a formal presentation to the new Director.
4. A running attendance “grid” or chart, which shows the attendance pattern of all Directors over the past 12 months period, shall be distributed to all Directors at the annual meeting of the BOD.
5. A Director's participation and work product will be monitored as follows:
 - a. A BOD Committee chairperson shall report to the Executive Committee if a Director is seen to be shirking her/his committee responsibilities.
 - b. Executive Committee members shall perform monitoring such participation via personal observation of a Director.
 - c. A Director should raise her/his concern about another Director's participation and work product confidentially to a member of the Executive Committee or her/his own Committee chairperson.

Remediation/Removal Process:

The process to remediate a Director's participation shall be as follows:

1. BOD Chairperson or BOD Vice Chairperson or designee shall have a confidential conversation with such Director by outlining the concerns. Goals for improvement shall be mutually agreed upon by such Director and the BOD Chairperson or BOD Vice Chairperson. If such mutual agreement cannot be made, the non-performing Director may opt to resign if her/his obligations cannot otherwise be met.
2. If a Director's behavior does not improve within a reasonable time, such Director shall be given the opportunity to resign, or the BOD Chairperson or BOD Vice Chairperson shall ask for such Director's resignation.

3. In the absence of such voluntary or requested resignation, the BOD Chairperson or BOD Vice Chairperson shall present to the BOD the question of removing such Director from the BOD by vote of the BOD pursuant to the Revised Bylaws of the FBST. In any event, absence from three (3) consecutive regular meetings of the BOD shall constitute cause for removal.

FOOD BANK OF THE SOUTHERN TIER
Board of Directors Operating Policy and Procedure

POLICY: Identifying, Reviewing and Selecting Candidates for BOD Membership

EFFECTIVE DATE: June 2006 REVISIED DATE:

The Food Bank of the Southern Tier is committed to identifying and retaining the highest quality membership for its Board of Directors. We strive to identify a membership that represents, to the best of our ability, the communities we serve and leverages its diverse expertise, experience and history. This is done to ensure that we identify the best possible leadership for the Food Bank of the Southern Tier and the people we serve.

The Board of Directors recognizes the need to give careful and consistent attention to maintaining this quality leadership at the Board level. It also recognizes the need for a well developed strategy for identifying, reviewing and selecting potential candidates.

This document outlines the formal process whereby candidates are introduced to the organization, how they are reviewed and recommended by this committee, and ultimately come to be voted on by members of the full Board of Directors.

IDENTIFYING CANDIDATES:

Seeking Candidates or Inquiries regarding membership:

Candidacy for membership to the Board of Directors can occur through any number of communication and/or information vehicles. These include, but are not limited to the following:

1. Directly from Board of Director members
2. President/CEO, including members of the Food Bank staff
3. Public communications including The Harvester (Food Bank newsletter), The Food Bank website, and other public forums as determined appropriate
4. Donors or other friends of the Food Bank
5. General community members or anyone inquiring about membership

It is generally acknowledged that membership will most likely occur through a deliberate search for candidates either through its Board membership, Food Bank staff or other direct solicitation efforts on behalf of the organization. However, members of the general community seeking membership on their own will also be given full consideration.

Board members and others engaging in recruiting efforts on behalf of the Food Bank are encouraged to utilize the **Board Member Recruitment Packets** available through the Food Bank office. These contain materials important to the recruitment process. Materials in the packet include:

1. Annual Report/The Harvester newsletter
2. Current Board member roster
3. Annual meeting dates of the general Board and all committees
4. Board member position descriptions and committee descriptions
5. General information/fact sheet on Food Bank programs and operations
6. Bylaws and Operating Policies
7. Contact information (contact card for President/CEO)

Process for Accepting and Presenting Candidates for Membership:

Once a candidate has been identified, either directly from Board membership, staff or other means, there is a series of steps that should be completed to ensure that the candidate is appropriately brought before the Nominating & Corporate Governance (N&CG) Committee for review and eventual recommendation to the Board of Directors. The total number of candidates is not limited so as to provide an inventory thereof from which nominations can be made by the N&CG Committee to the Board of Directors in number as determined by the maximum number of allowable members of the Board as stated in the Bylaws. This process is as follows:

- Step #1:** Complete **Prospective Board Member Information Sheet** (*available electronically or in hard copy from Food Bank office*). This should include a statement of why they are interested in serving on the BOD. Attach Resume/Bio etc. and other support information as necessary.
- Step #2:** Return information sheet and support information to the President/CEO of the Food Bank
- Step #3:** President/CEO ensures information sheet is completed (*follows up if more information is required*) and prepares information packet for next N&CG Committee meeting to conduct preliminary review. The information sheet should be sent via e-mail prior to the next meeting for discussion.

REVIEWING CANDIDATES:

It is recognized that candidates interested in membership could occur at various times throughout the year. To more effectively manage the review process the N&CG Committee will consider candidates at each of its quarterly meetings during the year (*See annual board & committee meeting schedule*), and then present those being recommended for membership at the next available general Board meeting.

Process for Reviewing Candidates for Board Membership:

- Step #1:** Candidates are discussed at first available N&CG Committee meeting after information packets are received by President/CEO.
- Step #2:** N&CG Committee conducts initial review of candidates. At this step the committee may decide it needs further information to make a final

recommendation and collects that information. If this is the case the committee can decide whether or not it requires a special meeting of the committee to complete the review process or wait until the next scheduled committee meeting or that no additional meeting is necessary.

Step #3: Once formal interest in the candidate is determined, the committee, along with person presenting the candidate for consideration, determines the best approach to meeting with the candidate to formally discuss interest in Board membership. This can include any member of the Board, President/CEO, or any other person who is determined important to the process. If there is interest then the committee proceeds to Step #4. If not the process ends here, but the candidate may remain on file for future consideration.

SPECIAL NOTE: *It is recognized that potential Board members may have had preliminary discussions with members of the Food Bank and initial interest established. However, membership on the Board should not be promised or alluded to in any way, until the formal process for recommendation is followed and completed. There also may be times when unusual circumstances arise, whereby interest in a candidate is considerable and timing becomes a factor, therefore not making the formal review process practical. Under these circumstances the decision to forego some of the steps to complete the process can be recommended by any member of the Board for consideration or by the N&CG Committee and/or the Board of Directors.*

Why is this important?

Step #4: Candidate profiles are provided and the committee announces at the next available general Board of Directors meeting, that a slate of candidates will be formally presented for membership at the next general Board of Directors meeting.

Step #5: Candidate information should be provided to BOD members at least one month prior to the next meeting. Board members are given 2 weeks, after they receive candidate materials, to present any concerns regarding membership. If no concerns are expressed during this time, it is assumed that candidates will be successful voted in at the next general Board of Directors meeting.

If concerns about a candidate are expressed by a member of the Board then this is presented to the President & CEO as soon as possible. The President & CEO will discuss the concerns with the N&CG committee chair. The need for a special meeting of the committee and/or with the Board member expressing the concern is determined by the Chairperson of the N&CG Committee. The need to consult with the Board officers is also determined by the Chairperson of the N&CG Committee.

SELECTING CANDIDATES:

The process for selecting/voting in new members of the Board of Directors is an established process and occurs as follows:

Step #1: The slate of candidates are presented at the first available meeting of the Board of Directors or are presented to the Board of Directors prior to a scheduled meeting at least 4 weeks in advance of the next scheduled meeting of the Board of Directors. This allows for Board members to express any concerns or ask questions about candidates prior to voting.

Step #2: Candidates are voted on at the next available meeting of the Board of Directors (*this assumes that any concerns have been addressed or there were no concerns expressed about a candidate*). The candidates will attend this meeting; however, will not do so until after all voting is completed. Should there be an executive session held at the beginning of the meeting to allow BOD members to vote before inviting the new candidate(s) in?

DEPARTURE OF BOARD MEMBERS:

As a general rule, and where appropriate, Board members who are leaving the Board, for any reason, should receive an exit interview as part of the process. This interview is typically conducted by the Chairperson of the N&CG committee and/or his/her designee(s).

The purpose of this interview is to determine the experience the departing Board member had while serving on the Board of Directors, and to determine what, if any, opportunities for improvement there may be as a governing body, or ways to enhance the experience of future Board members.

Date Developed: June 06

Source: Board Source

Revised:

FOOD BANK OF THE SOUTHERN TIER
Board of Directors Operating Policy and Procedure

POLICY: Whistleblower Policy

REVISED: 12/1/2015

EFFECTIVE DATE: July 2006

The Food Bank of the Southern Tier Code of Conduct (hereinafter referred to as the Code) requires directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

POLICY OBJECTIVES:

- Consistent reporting process for concerns regarding questionable Code of Conduct, accounting, auditing, or safety matters by employees, directors, officers, and other stakeholders of the organization, on a confidential and anonymous basis.
- Consistent receipt, retention, and treatment of complaints regarding safety, accounting, internal controls, or auditing matters.
- Protecting directors, volunteers and employees who report concerns from retaliatory actions.

Anti-Retaliation

This Whistleblower Policy is intended to encourage and enable directors, volunteers, and employees to raise Concerns within the Organization for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences, as a result of reporting a Concern. Moreover, a director, volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

An employee is protected from retaliation when bringing the alleged unlawful activity, policy or practice to the attention of management of the Food Bank of the Southern Tier, follows procedures contained in this policy, and provides the organization with a reasonable opportunity to investigate and correct the activity.

Reporting Responsibility, Acting in Good Faith, Confidentiality

Each director, volunteer, and employee of the Food Bank of the Southern Tier has an obligation to report in accordance with this Whistleblower Policy (a) improper or suspected improper accounting or auditing matters, and (b) violations and suspected violations of the Code (hereinafter collectively referred to as Concerns).

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the Code. The act of making allegations that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may

result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Reporting Procedure

FBST Group	Report Orally or In Writing to the following*
Volunteers	Volunteer Coordinator
Agencies	Director of Agency Services and Programs
Employees	Immediate Supervisor
Supervisors	Department Director
FBST Board and Committee Members	Audit Committee Chair
FBST President (607) 796-6061, Ext 4019	Director of HR, Associate Diocesan Director, or Board Audit Chair depending on severity of incident
Human Resources (607) 734-9784, Ext 2165	FBST President and/or Associate Diocesan Director
Associate Diocesan Director (607) 734-9784, Ext 2129	FBST President and/or Board Audit Chair
Board Audit Committee Chair	FBST President and/or Board Chairperson
Board Chairperson	Audit Committee Chair

**If not comfortable speaking with the person indicated or not satisfied with his/her response, speak with anyone in management of your choosing.*

Employees

Employees should first discuss their Concern with their immediate supervisor. If, after speaking with his or her supervisor, the individual continues to have reasonable grounds to believe the Concern is valid but has not been properly reported or addressed, the individual should report the Concern to the Associate Diocesan Director of Catholic Charities of the Diocese or Rochester. (herein referred to as the ADD) and/or the Director of Human Resources (herein referred to as HRD). In addition, if the individual is uncomfortable speaking with his or her supervisor, or the supervisor is a subject of the Concern, the individual should report his or her Concern directly to the ADD and/or HRD. If the Concern was reported verbally to the ADD and/or HRD, the reporting individual, with assistance from the ADD and/or HRD, shall reduce the Concern to writing. The ADD and/or HRD are required to promptly report the Concern to the Chair of the Audit Committee, who has specific and exclusive responsibility to investigate all Concerns. If the ADD and/or HRD, for any reason, does not promptly forward the Concern to the Audit Committee, the

reporting individual should directly report the Concern to the Chair of the Audit Committee. Contact information for the ADD, HRD, and the Chair of the Audit Committee may be obtained through www.foodbankst.org, the ADD and/or HRD. Concerns may be also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the Chair of the Audit Committee.

Directors and Other Volunteers

Directors and other volunteers should submit Concerns in writing directly to the Chair of the Audit Committee. Contact information for the Chair of the Audit Committee may be obtained from the ADD and/or HRD, or at www.foodbankst.org. **The Associate Diocesan Director must be notified of all claims.**

Resolution Procedure

When an employee discusses a Concern with his/her immediate supervisor, the supervisor should provide appropriate direction to the employee. If the supervisor can resolve the Concern or can determine that it is not valid, the supervisor will document the Concern but is not required or expected to report the Concern expressed to them by the employee. However, the supervisor may elect to report the Concern independently or even participate with the employee to report the concern (see implementation below.) The supervisor will document the meeting with the employee and send a copy of the documentation to the Director of Human Resources as well as the Audit Committee.

If the Concern has not been resolved by this point, the Audit Committee shall be responsible for promptly investigating and making appropriate recommendations to the Board of Directors for resolution. The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

The Chair of the Audit Committee shall immediately notify the Audit Committee and if appropriate, the President/CEO, of any such report. The Chair of the Audit Committee will notify the sender and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns. Appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the Concern.

Annual Review

This policy will be reviewed annually by the Audit Committee.

Source: Nonprofit Risk Management Center AICPA

FOOD BANK OF THE SOUTHERN TIER
Board of Directors
Position Description

Title: Chairperson

Accountability: Board of Directors

Primary Responsibilities:

The primary responsibility of the Chairperson is to provide leadership and direction to the Board of Directors of the Food Bank of the Southern Tier and its members to ensure the overall effectiveness of the organization's governance, resources and management in achieving its mission. The Chairperson ensures that the Board functions in a manner, which emphasizes strategic planning and leadership, policy development, external relations and the future direction of the organization as a whole.

Specific Duties:

1. Actively participates in the duties and responsibilities of the Board of Directors and ensures that its members actively support the Food Bank's overall mission and future direction.
2. Develops all regular and special meeting agendas in collaboration with the President/CEO.
3. Presides over and directs all regular and special meetings of the Board of Directors. Ensures meetings begin and conclude in a timely manner and that meeting goals and objectives are accomplished. Presides over Executive Committee meetings.
4. Conducts the annual performance evaluation meeting of the President/CEO in partnership with the Associate Diocesan Director of Catholic Charities
5. Ensures that Board of Director committees accomplish goals and objectives in timely and effective manner.
6. Executes and presides over Board member removal processes as necessary.

Membership Requirements:

1. Commit to a 3 year term as a member of the Board of Directors.
2. Commit to a 1 year term as Chairperson.
3. Actively participate in the duties of the Board including regular and special Board meetings.
4. Actively participates in at least one Board committee.
5. Respect the confidentiality of the business of the Board of Directors and other organizational affairs.
6. Publicly support and appropriately represent the mission, values and programs of the Food Bank

Developed: 10/15/02

Updated: 04/11/06

09/15/06

12/18/08

12/20/11

FOOD BANK OF THE SOUTHERN TIER
Board of Directors
Position Description

Title: Vice-Chairperson

Accountability: Chairperson

Primary Responsibilities:

The primary responsibility of the Vice-Chairperson is to, in the absence of the Chairperson, provide leadership and direction to the Board of Directors of the Food Bank of the Southern Tier and its members to ensure the overall effectiveness of the organization's governance, resources and management in achieving its mission. The Vice-Chairperson ensures the continuity of the Board's work in the event the Chairperson is unable to either attend to his/her duties or is removed from office.

Specific Duties (Including those in the absence of the Chairperson):

1. Actively participates in the duties and responsibilities of the Board of Directors and ensures that its members actively support the Food Bank's overall mission and future direction.
2. Develops all regular and special meeting agendas in collaboration with the President/CEO.
3. Presides over and directs all regular and special meetings of the Board of Directors. Ensures meetings begin and conclude in a timely manner and that meeting goals and objectives are accomplished. Presides over Executive Committee meetings.
4. Conducts the annual performance evaluation meeting of the President/CEO in partnership with the Associate Diocesan Director of Catholic Charities
5. Ensures that Board of Director committees accomplish goals and objectives in timely and effective manner.
6. Executes and presides over Board member removal processes as necessary.

Membership Requirements:

1. Commit to a 3 year term as a member of the Board of Directors.
2. Commit to a 1 year term as Vice Chairperson
3. Actively participate in the duties of the Board including regular and special Board meetings.
4. Actively participate on at least one Board committee.
5. Respect the confidentiality of the business of the Board of Directors and other organizational affairs.
6. Publicly support and appropriately represent the mission, values and programs of the Food Bank

Developed: 10/15/02

Updated: 04/11/06

12/18/08

12/20/11

FOOD BANK OF THE SOUTHERN TIER
Board of Directors
Position Description

Title: Treasurer

Accountability: Chairperson

Primary Responsibilities:

The primary responsibility of the Treasurer, through a leadership role on the Finance Committee, ensures and monitors the integrity and solvency of the Food Bank's financial position. The Treasurer makes recommendations to the Board of Directors concerning the overall financial management policies of the Food Bank.

Specific Duties:

1. Actively participates in the duties and responsibilities of the Board of Directors.
2. Presides over and directs regular and special meetings of the Finance Committee.
3. Presides over and directs approval process for the Food Bank's annual operating budget.
4. Develops recommendations made to the Board of Directors concerning overall and specific financial management policies and strategies.
5. Oversees and monitors with Finance Committee investment portfolio of Food Bank.
6. Works directly with the President/CEO & COO regarding the oversight, monitoring and planning of the overall financial matters and activities of the organization.

Membership Requirements:

1. Commit to a 3-year term as a member of the Board of Directors.
2. Commit to a 1-year term as Treasurer.
3. Actively participate in the duties of the Board including regular and special Board meetings.
4. Actively participate in at least the Executive and Finance Committees.
5. Respect the confidentiality of the business of the Board of Directors and other organizational affairs.
6. Publicly support and appropriately represent the mission, values and programs of the Food Bank

Developed: 10/15/02

Revised: 04/11/06

6/18/09

12/20/11

FOOD BANK OF THE SOUTHERN TIER
Board of Directors
Position Description

Title: Secretary

Accountability: Chairperson

Primary Responsibilities:

The primary responsibility of the Secretary is to ensure the appropriate documentation of the business of the Board of Directors and the maintenance of various written materials and manuals. This includes regular Board meeting minutes, Board manual, Bylaws and other business of the Board requiring documentation.

Specific Duties:

1. Actively participates in the duties and responsibilities of the Board of Directors.
2. Ensure the meeting minutes for all regular Board meetings and provides accurate and timely reports to all Board members.
3. Ensures the maintenance of all Board manuals (Operating Policies, Bylaws and FBST Index) and other written materials to be archived or preserved for future reference as directed by the Chairperson or Board of Directors.
4. Assists the Chairperson with information gathering and compilation as requested.

Membership Requirements:

1. Commit to a 3 year term as a member of the Board of Directors.
2. Commit to a 1 year term as Secretary
3. Actively participate in the duties of the Board including regular and special Board meetings.
4. Actively participate on at least one Board committee.
5. Respect the confidentiality of the business of the Board of Directors and other organizational affairs.
6. Publicly support and appropriately represent the mission, values and programs of the Food Bank

Developed: 10/15/02

Revised: 04/11/06

12/18/08

12/20/11

FOOD BANK OF THE SOUTHERN TIER

Board of Directors *Committee Description*

AUDIT COMMITTEE

PURPOSE:

To provide general oversight and policy recommendations to the Board of Directors in its oversight of the adequacy of the Food Bank's system of internal controls and financial reporting practices, appointment of the external auditors, unless they are appointed by the diocese, annual review of the audited financial statements.

RESPONSIBILITIES:

1. To review annually changes in legislation that may affect the requirements relating to financial statement presentation or controls.
2. To review with Food Bank management and the external auditors the annual audited financial statements. To accept the annual financial statements and recommend their approval by the Board.
3. To review annually with the President/CEO and the Finance Director of Catholic Charities the process for determining the adequacy of controls over financial reporting and other financial systems.
4. Represent Agency in selection of Auditors.
5. To review with Food Bank management the Food Bank's major financial risk exposures and the steps management has taken to monitor and control such exposure.
6. To oversee and evaluate annually the effectiveness of the established Food Bank procedure for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (Whistleblower Policy).
7. Perform duties as specifically outlined in the Operating Principles & Practices document of the Audit Committee.

COMPOSITION:

The Audit Committee shall consist of directors and independent outside members to be elected by the Board of Directors ("the Board"), a minority of who may be simultaneously members of the Finance Committee. The Chair of the Board shall be an ex-officio member of this committee.

MEETINGS:

Meetings shall be held at least 3 times per year. Special meetings may be called as necessary.

LIMITS OF AUTHORITY:

The Audit Committee submits recommendations to the Board of Directors.

Date Developed: July 12, 2006
Date Revised: September 15, 2006
Date Approved: January 12, 2007
Date Reviewed: September 8, 2008
September 10, 2009
February 2, 2010
November 4, 2010

FOOD BANK OF THE SOUTHERN TIER
Audit Committee

Critical Task List Tracking Calendar

Task	Feb. (Annual)	May	Nov	As Needed
A. General				
1. To develop and maintain free and open means of communication with the Board, the Food Bank of the Southern Tier’s certified public accountants, the Food Bank of the Southern Tier’s internal auditors, and the financial and general management of the Food Bank of the Southern Tier.				x
2. To engage independent counsel or other advisors, as necessary, to undertake investigations within the scope of its duties.				x
3. To perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with the operating principles and practices and the Food Bank of the Southern Tier’s bylaws.				x
4. To review and reassess the adequacy of the operating principles and practices and committee charter annually and recommend any proposed substantive changes to the Board for approval.	x			
5. To present an annual report of activities to the Board, including any material changes to the operating principles and practices and the committee charter; along with an evaluation of the Committee’s performance. The Chairman shall provide periodic reports to the Board as required.	x			
6. To review annually changes in legislation that may affect the requirements relating to legal or regulatory matters that may affect the financial statements or organizational			x	
B. Financial Statements and Internal Controls				
1. To review with management and the certified public accountant the annual audited financial statements. To accept the financial statements and recommend their approval by		x		
2. To review with the Finance Director of Catholic Charities the process for annually determining the adequacy of controls over financial reporting and other financial systems. The review shall include an examination of any material changes or deficiencies in such controls and steps taken to cure the deficiencies.		x		
3. To review disclosures of all material off-balance sheet arrangements.		x		
4. Review UPMIFA/NYPMIFA Regulations				x

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

Confidentiality & Conflict of Interest Statement

Confidentiality Statement

As a member of the FBST BOD and/or a Committee of the BOD, I agree that the following information is confidential:

- ❖ Minutes of BOD and Committee Meetings
- ❖ Reports and Recommendations with the exception of these public records:
 - Audited Financial Report
 - Federal IRS Form 990
 - Press Releases
- ❖ Employee Personnel Information
- ❖ Client Information

Any information shared between FBST and its BOD and/or its committees, including emails, is confidential unless released by a vote of the Board or its authorized committee. Such confidential information in documentary form, when discarded, must be shredded, either by me or by FBST.

Conflict of Interest Statement

As a member of the FBST BOD and/or a Committee of the of the BOD, and in accordance with Article III, Section 17, of the FBST Bylaws (which is appended to this statement), I agree that I will exercise honesty and fidelity to FBST's mission in the performance of my duties and in all my dealings with or on behalf of FBST. I will not use my position(s) on the BOD and/or its committee or any knowledge gained there from to financially or otherwise personally benefit myself, my family or my associates.

I hereby make the following statement:

- () NO I **DO NOT** have an existing or potential conflict of interest
- () YES I **DO** have the following existing and/or potential conflict(s) of interest to disclose (with whom, in what manner and for what expected duration):

Conflict	Potential Conflict

I list below other corporations or organizations of which I am an officer or member of the Board of Directors:

Organization	Position	Term
1.		
2.		
3.		
4.		
5.		

Execution Declaration

I have reviewed the above Confidentiality and Conflict of Interest Statements and agree to their terms and conditions and, in regard to the Conflict of Interest Statement, I have made or added declarations/statements as appropriate.

Member Signature

Date

Member Name (Please Print)

Created: 10/30/02
Revised: 02/02/06
09/15/06
12/15/06
12/21/07
10/22/08
12/18/08
11/15/10
2/17/11
12/20/11
10/17/13
2/11/16

2017 Development Committee Tracking Calendar

Task	Feb	May	Aug	Nov	As Needed
Review progress on fundraising	X	X	X	X	
Annual evaluation of the FBST Gift Acceptance Policy			X		
Approve any gift acceptance policy changes for presentation to the Board (at February BOD meeting)				X	
Review annual fundraising budget & development plan				X	
Develop Board solicitation plan				X	
Conduct friend raiser activities in the community					X
Prospect review					X
Committee member recruitment					X
Approved: July 09 -- Revised: Sept 2010; Oct. 2012; May 2017					

(Development Committee meets quarterly)

FOOD BANK OF THE SOUTHERN TIER

Executive Committee

Critical Task List Tracking Calendar

Task	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	As Needed
Recruitment & selection of President/CEO													X
Review & approval of President/CEO succession plan													X
Annual review & approval of compensation for President/CEO		Start		Finish									
President/CEO Annual Evaluation	Start	Finish											
Plan professional development of President/CEO													X
Review and monitor committee tracking calendar. Make changes as necessary											X		
Review committee description and make changes as needed.											X		
Participate and review board assessment & individual member self-assessment results (biennial)		Report										Dist.	
When appropriate, conduct preliminary review of other committee's recommendations prior to final approval by BOD.													X
Provide BOD leadership as part of strategic planning process or determine need for ad-hoc strategic planning committee.													X
Make recommendations to BOD													X
Provide leadership in setting overall goals, objectives and priorities of BOD.													X
Provide direct support and counsel to President/CEO regarding personnel matters or other organizational issues as requested by president/CEO.													X
Ensure that the work of the BOD and the committees of the BOD are fully engaging in their duties as outlined in the Bylaws and committee descriptions.													X
Participate in Feeding America's audit interview.													X

Approved: Nov 06 -- Revised: Aug 10; Nov 11; Sep 12

FOOD BANK OF THE SOUTHERN TIER
Board of Directors
Committee Description

EXECUTIVE COMMITTEE

PURPOSE:

The purpose of the Executive Committee is to transact the business of the BOD in the interim of meetings of the BOD.

RESPONSIBILITIES:

The Executive Committee shall act in the interim of meetings of the BOD and be subject to the control and direction of the BOD. The Executive Committee shall act on matters that cannot reasonably await action by the BOD. Other matters may be delegated to the Executive Committee by the BOD, such as:

- Recruitment and selection of the President/CEO
- Review and approval of a President/CEO succession plan
- Review of the President/CEO's compensation package

All actions taken by the Executive Committee shall be recorded in minutes and reported at the next meeting of the BOD for affirmation.

COMPOSITION:

The Executive Committee shall consist of the BOD officers (e.g. Chairperson who serves as Executive Committee chairperson, Vice Chairperson(s), Secretary, and Treasurer), President/CEO, the Associate Diocesan Director in the Southern Tier and the immediate past Chairperson so long as such Chairperson remains a Director.

MEETING SCHEDULE:

Monthly as needed.

LIMITS OF AUTHORITY:

This committee is able to exercise all powers of the BOD as outlined in the Bylaws unless limited by resolution of the BOD or by law.

Developed: November 8, 2006
Revised: November 11, 2009
December 8, 2010
Reviewed: October 25, 2016

Source(s): Board Source
St. Joseph's Hospital

FOOD BANK OF THE SOUTHERN TIER
Board Member Statement of Agreement & Code of Ethics

As a board member of The Food Bank of the Southern Tier, I understand that my duties and responsibilities include the following:

1. I will do my best to ensure that the Food Bank is well-maintained, financially secure, growing and always operating in the best interests of our mission and those we serve.
2. I am fiscally responsible, with the other board members, for the Food Bank of the Southern Tier. It is my duty to review, assess and be knowledgeable about the Food Bank's budget.
3. I am accountable to this organization and will support its mission to build and sustain hunger-free communities throughout the Southern Tier.
4. I am responsible for supporting and endorsing the programs of the Food Bank.
5. I will make a personally significant financial donation to demonstrate my commitment to the Food Bank and to serve as an example to other potential donors.
6. I will actively engage in fundraising for the Food Bank in whatever ways are best suited to me under the guidance of the Development Committee and staff.
7. I will adhere to the board meeting attendance policy, including being available for phone consultation and actively participating in committee work.
8. I will assist in the identification and recruitment of new committee and board members.
9. I will participate in the evaluation of the President/CEO and support the incumbent's ongoing development.
10. I will actively promote and advocate for the Food Bank in the community.

To facilitate my ability to meet my board obligations, the Food Bank of the Southern Tier is responsible to me in a number of ways:

1. I will receive an orientation to the organization, either as part of a group or one-on-one, prior to assuming my duties as a BOD member.
2. I will be provided, without request, necessary operational information including financial reports.
3. I can call on the President/CEO and appropriate Food Bank staff to discuss programs and policies, goals and objectives as appropriate.

Board Member Code of Ethics

As a member of the board team, I will:

- Maintain the confidentiality of board business.
- Listen carefully to and respect the opinions of my fellow board members.
- Support majority decisions of the board.
- Recognize all authority is vested in the full board only when it meets in legal session.
- Keep well-informed of developments related to issues which may come before the board.
- Participate actively in board meetings and actions.
- Bring to the attention of the board any issues I believe will have an adverse effect on the Food Bank or those we serve.
- Refer complaints to the proper level on the chain of command.
- Recognize my job is to ensure the Food Bank is well-managed, rather than attempt to directly manage the organization myself.
- Be mindful of all stakeholders, especially those in need of our services, across our six-county region.

I am committing to the best of my ability to carry out the above statements, knowing if I fail to meet expectations I will resign or be asked to leave the Board.

Name: _____ Term Dates: _____

Board Member Signature: _____ Date: _____

FOOD BANK OF THE SOUTHERN TIER

Finance Committee

Critical Task List Tracking Calendar

Task	Feb	May	Aug	Nov	Dec	As Needed
Oversees preparation of annual budget and makes recommendation to BOD for approval				X	X	
Monitors and makes recommendations regarding capital projects, significant spending outside the approved budget and activities affecting the assets of the Food Bank (land sales, building, etc.). Reports out to BOD						X
Review FBST investment strategy and report to BOD	X					
Reviews and monitors committee tracking calendar. Makes changes as necessary				X		
Reviews and ensures that all appropriate federal, state & local regulations are adhered to.						X
Conducts insurance review (?)						X
Review monthly fiscal reports including income/expense statements, balance sheet, cash flow and other related reports. Reports out to BOD	X	X	X	X	X	
Reviews and approves quarterly projections		X	X	X		
Review Communis fund performance	X	X	X	X		
Provides signatures as necessary for checks over \$5,000 (non-food) per policy.						X
Approved: Jul 06 --- Revised: Aug 2012, Dec 2013, Aug 2015						

FOOD BANK OF THE SOUTHERN TIER

Board of Directors

Critical Task List Tracking Calendar

Task	FEB	MAY	JUN	AUG	NOV	DEC	As Needed
Elect & Appoint Directors & Officers	X						
Approve Committee Appointment	X						
Review & Sign Conflict of Interest Statement & Confidentiality Statement	X						
Review & Sign Board Member Agreement	X						
Evaluate President/CEO Performance and Approve Compensation/Incentive Package	X						
Approve Quarterly Financials	X	X		X	X		
Approve Year End Audited Financial Report		X					
Convene Annual Strategy Conversation			X				
Review Food Bank Performance Benchmarking Dashboard					X		
Approve Annual Operating Budget						X	
Distribute Annual Fund Pledge Forms to BOD Members						X	
Approve Significant Changes/Adjustments to Food Bank Assets (w/in Reserved Powers of CCDOR BOD)							X
Approve Food Bank Mission & Vision Statements							X
Review Performance & Effectiveness Policy							X
Participate in Strategic Planning							X
Approved: July 2006 --- Revised: Nov 10/ Nov 13/Dec 15							

FOOD BANK OF THE SOUTHERN TIER

Board of Directors

Critical Task List Tracking Calendar

Task	FEB	MAY	JUN	AUG	NOV	DEC	As Needed
Elect & Appoint Directors & Officers	X						
Approve Committee Appointment	X						
Review & Sign Conflict of Interest Statement & Confidentiality Statement	X						
Review & Sign Board Member Agreement	X						
Evaluate President/CEO Performance and Approve Compensation/Incentive Package	X						
Approve Quarterly Financials	X	X		X	X		
Approve Year End Audited Financial Report		X					
Convene Annual Strategy Conversation			X				
Review Food Bank Performance Benchmarking Dashboard					X		
Approve Annual Operating Budget						X	
Distribute Annual Fund Pledge Forms to BOD Members						X	
Approve Significant Changes/Adjustments to Food Bank Assets (w/in Reserved Powers of CCDOR BOD)							X
Approve Food Bank Mission & Vision Statements							X
Review Performance & Effectiveness Policy							X
Participate in Strategic Planning							X

Approved: July 2006 --- Revised: Nov 10/ Nov 13/Dec 15



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Food Bank Glossary of Terms

AmeriCorps

Federal volunteer program similar to the Peace Corps, however the volunteers work in the United States. The Food Bank and some member agencies have hosted AmeriCorps members.

BackPack Program™

Many children who receive free and reduced priced school meals are left without the nutrition they need on weekends and holiday breaks when school is not in session. The Food Bank of the Southern Tier's BackPack Program™ attempts to reduce this gap by providing children who are at risk of hunger with a bag of nutritious food each Friday throughout the school year. The program helps children return to school on Monday ready to learn. Started as a pilot program with 3 sites in October 2005, the Food Bank has expanded the BackPack Program™ to all 41 school districts in our six county service area.

Best Practices

The most efficient and effective way of accomplishing a task, based on repeatable business practices that have proven themselves over time for large numbers of people.

CACFP: Child and Adult Care Food Program

A federal program that provides meals and snacks to children in public or private nonprofit child care centers and Head Start programs; and also to adults in nonresidential adult day care centers. CACFP also provides meals to children residing in homeless shelters, as well as snacks and suppers through after school care programs.

CNR: Child Nutrition Reauthorization

The Child Nutrition and WIC (Special Supplemental Program for Women, Infants, and Children) Reauthorization Act, or Child Nutrition Reauthorization (CNR) for short authorizes all of the federal child nutrition programs, many of which are school-based meal programs. These programs help ensure that low-income children have access to healthy and nutritious foods year-round. To ensure the continuation of these child nutrition programs, Congress must reauthorize them approximately every five years.

FaHN: Food and Health Network of South-Central NY (SCNY)

An eight-county coalition of diverse stakeholders working to build food-secure communities and a strong regional food system through collaboration. FaHN is an interdisciplinary, systematic, and regional approach to impact South Central NY's food system. The Food Bank is a member of FaHN. www.foodandhealthnetwork.org



Feeding America:

Feeding America is the nation's largest domestic hunger-relief organization—a powerful and efficient network of 200 food banks across the country. Feeding America secures donations from national food and grocery manufacturers, retailers, shippers, packers and growers and from government agencies and other organizations. Feeding America then moves donated food and grocery product to member food banks, such as the Food Bank of the Southern Tier.

FBST: Food Bank of the Southern Tier

Established in 1981 and headquartered in Elmira, NY, the Food Bank of the Southern Tier distributes food and other grocery products to people in need through a network of more than 150 partner agencies including food pantries, meal programs, shelters and other hunger relief organizations in Broome, Chemung, Schuyler, Steuben, Tioga and Tompkins Counties. The Food Bank also administers several direct service food distribution programs including the Backpack Program™ and Mobile Food Pantry. The Food Bank is a member of Feeding America and a regional agency of Catholic Charities of the Diocese of Rochester.

FIFO: First In, First Out

First In, First Out is a best practice for managing the quality and safety of food. It is a method of inventory rotation in which the oldest items are shipped/distributed first to minimize waste.

Food Bank vs Food Pantry

A community food pantry's mission is to directly serve local residents who suffer from hunger and food insecurity within a specified area.

Independent community food pantries are self-governing and usually distribute food to their clients on a once-a-month basis.

A food bank is the storehouse for millions of pounds of food and other products that go out to the community. A food pantry functions as the arms that reach out to that community directly.

Food Insecurity

When the availability of nutritionally adequate and safe foods or the ability to acquire acceptable foods in socially acceptable ways is limited or uncertain.

FPL: Federal Poverty Line

A measure used to determine the household income level for a family to be considered in poverty. The measurement was developed in 1965 by multiplying the USDA's economy food plan by three. The measurement is updated each year based on price increases reflected in the Consumer Price Index. Also referred to as the Poverty Line.

FRAC: Food Research and Action Center

An anti-hunger research and advocacy organization headquartered in Washington, D.C. Feeding America's annual spring policy conference is co-hosted with FRAC, and FRAC often works in partnership with FA on public policy issues.

Gleaning:

Gleaning is the act of harvesting excess or unmarketable produce from a farm. The Bible contains a number of references to the practice as a way to feed the needy.

Good Samaritan Law:

The Bill Emerson Good Samaritan Act of 1996: P.L. 104-210 (October 1, 1996) was designed to encourage the donation of food and groceries to non-profit charitable agencies. The law says that any business that donates to a non-profit organization in good faith is protected from legal liability should a donated product later cause harm to the end user/client. Visit the Food Bank's [website](#) for more information.

Hunger:

A potential consequence of food insecurity that, because of prolonged, involuntary lack of food, results in discomfort, illness, weakness, or pain that goes beyond the usual uneasy sensation.

HPNAP: Hunger Prevention and Nutrition Assistance Program

A program of the New York State Department of Health that assists Emergency Food Programs in providing enough adequate, nutritious food to clients through means such as the HPNAP Food Grant and HPNAP Operations Support - Capital Equipment Grant.

HPNAP Food Grant:

A HPNAP grant provided to emergency food programs (pantries, kitchens, and shelters) that are partner agencies of the Food Bank for the acquisition of nutritious foods. Allocations are made based on service to the community and good standing with the Food Bank.

HPNAP OS-CE Grant: HPNAP Operations Support-Capital Equipment Grant

A HPNAP grant provided to emergency food programs (pantries, kitchens, and shelters) that apply and are awarded funding, regardless of whether they are a partner agency of the Food Bank. Agencies can be awarded funds to cover Operations costs such as staff, utilities, space, transportation, and food service disposables and/or Capital Equipment costs for large pieces of equipment such as fridges and freezers. Funding periods run from July to June. Applications are typically made available in late March or early April, and are due in May. Applications and additional materials can be found on the Food Bank's website, www.foodbankst.org.

JSY: Just Say Yes to Fruits and Vegetables Program

A New York State nutrition education program operated through the Food Bank in which clients of pantries and MFPs can sample and learn how to prepare new recipes. Learn to eat healthier and get more out of their food budget. The Food Bank currently has two JSY nutritionists on staff who work with our Food Bank partner agencies.

MFP: Mobile Food Pantry Program

The Mobile Food Pantry is a converted beverage truck used to deliver fresh produce, dairy products, and other food and grocery products directly to distribution sites where people need food. In the Southern Tier, this program was originally implemented as a means to provide food in very rural areas in which few other resources for food exists. The Food Bank's MFP program distributes only donated and TEFAP items (as opposed to product the Food Bank purchases) and is meant to be a supplement to food accessed

by clients at “brick and mortar” pantries. There are no requirements of any kind to access product at an MFP – all are welcome.

NOEP: Nutrition Outreach and Education Program

A Supplemental Nutrition Assistance Program (SNAP) outreach program, through which representatives offer screenings and enrollment help for potential SNAP beneficiaries at no cost. Each county has its own NOEP representative and the Food Bank currently employs the Chemung County representative.

NSLP: National School Lunch Program

A federal program that provides free or reduced price lunches to more than 30 million low-income children in over 99,000 public and non-profit private schools and residential child care institutions each school day. The Food and Nutrition Service administers the program at the federal level. At the state level, the NSLP is usually administered by state education agencies, which operate the program through agreements with school food authorities. The NSLP is the nation’s second largest food and nutrition assistance program. (Source: [USDA Economic Research Service](#))

PAR: Plant a Row for the Hungry

Launched in 1995, Plant a Row is a public service program of the Garden Writers Association and the GWA Foundation. Garden writers are asked to encourage their readers/listeners to plant an extra row of produce each year and donate their surplus to local food banks, meal programs and service organizations to help feed America’s hungry. For more information, visit www.gardenwriters.org.

PDP: Partner – Driven Pounds

A program launched by the Food Bank of the Southern Tier in 2015 in which partner agencies of the Food Bank report donations received from sources other than the Food Bank. The goal is to accurately capture data that reflects-the hunger-relief efforts in the Southern Tier.

SBP: School Breakfast Program

A federally assisted meal program that operates in the same manner as the National School Lunch Program to provide free or reduced cost breakfast to children each school day.

SFSP: Summer Food Service Program

A federal program that provides meals to children in low-income areas during school vacations when kids do not have access to school breakfast or lunch. The SFSP is the single largest federal resource available for local sponsors who want to combine a feeding program with a summer activity program.

SMF: Shared Maintenance Fee

A fee to help cover part of the Food Bank’s handling expenses including transportation of the food from the donor to the food bank, unloading, repacking, and eventual distribution to our partner agencies. As of 2015, agencies incur a SMF of \$0.18 per pound or less.

SNAP: Supplemental Nutrition Assistance Program

The new name of the federal Food Stamp Program. A federal program that enables low-income people to buy nutritious food with coupons and Electronic Benefits Transfer (EBT) cards at authorized retail food stores.

SSI: Supplemental Security Income

Federal cash assistance program for the disabled and elderly poor people; administered by the Social Security Administration.

TANF: Temporary Aid to Needy Families

Federal block grant that replaced Aid to Families with Dependent Children (AFDC) in 1996. TANF provides short-term, transitional assistance to needy families with the goal of promoting work and moving families to self-sufficiency.

TEFAP: The Emergency Food Service Program

This program is operated by the United States Department of Agriculture (USDA). This is the program through which emergency food programs access federal commodities, such as dried lentils. From the USDA website: "The Emergency Food Assistance Program (TEFAP) is a Federal program that helps supplement the diets of low-income Americans, including elderly people, by providing them with emergency food and nutrition assistance at no cost.

USDA: United States Department of Agriculture

This federal agency is responsible for, among other things, administering federal nutrition programs including the Food Stamp, School Lunch, School Breakfast, TEFAP, CSFP and WIC Programs, and ensuring the safety of meat, poultry, and egg products.

Universal School Breakfast

School breakfast programs which provide breakfast at no cost to all students in the school. Currently schools are eligible to apply for participation in this program if 51% or more of their student population qualify for free meals.

VISTA: Volunteers in Service to America

One of the three programs operated under AmeriCorps, in which participants work directly with organizations working to address poverty.

VDC: Venison Donation Coalition

Established in 1999, the VDC utilizes New York's deer resource to help those in need. Through this program, hunters can donate venison to the Food Bank at no cost to the hunter as long as the deer is 1) field dressed 2) legally-tagged and 3) brought to a VDC participating processor. For more information, visit venisondonation.com.

WIC: Special Supplemental Nutrition Program for Women, Infants, and Children

A federal grant program administered by state health departments or comparable agencies that provides nutritious foods, nutrition counseling, and referrals to health and other social services. WIC serves low-income pregnant, postpartum, and breastfeeding women, and infants and children up to age 5 who are at nutrition risk.

The Special Supplemental Nutrition Program for Women, Infants and Children (WIC) offers nutrition education, referrals and a variety of nutritious foods to low-income

pregnant, breastfeeding or postpartum women, infants and children up to age five to promote and support good health. The foods provided through WIC are a good source of nutrients often missing from the diets of women and young children.

Working Poor: A term used to describe people who maintain regular employment, but remain in poverty due to low wages and obstacles that make it difficult to save money.

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Review Committee
Critical Task List Tracking Calendar

Task	Jan	Feb	April	Jun	Aug	Oct	Dec	As Needed
A. General Governance and Board Policies:								
Review and consult Executive Committee on revision of BOD Operating Policies & Procedures.		Report		Begin	Prepare		Complete	
Review and consult BOD Committees on revision of Committee Descriptions.		Report		Begin	Prepare		Complete	
Review and consult BOD and Committees on revision of tracking calendars.		Report			Begin	Report	Complete	
Conduct biennial BOD Evaluation and Director Self Evaluation	Distribute	Review/ Report			Begin		Complete	
Ensure annual execution of BOD & Committee Members' agreements	X	Distribute						
Update & distribute BOD Manual		Distribute			Begin		Complete	
Make biennial review of bylaws and propose amendments								X
Conduct Exit Interviews with departing BOD Members							X	X
Review/revise BOD & Committee Members' agreements						Begin	Complete	
Review BOD Diversity Assessment						X		
B. Orientation & Education:								
Review/revise Operating Policies & Procedures for BOD Member orientation & education.					Begin	Complete		
Assess BOD orientation & education programs.	Begin		Complete					

Provide for on-going board education through program presentations, board retreats, outside consultants, etc.									X
Conduct new board member orientation & education sessions. Provide board member manuals.	X								
C. Board Member Recruitment:									
Board Member Recruitment (identifying new candidate pool). Review of board candidate pool in relation to needs and current Board & Committee Member summary profiles, and to nominations process.									X
Assess board & committee member profiles as they relate to current and future needs of Board & Committees.									X
Review/revise the <u>N&CG Identifying, Recruiting and Selecting Candidates Operating Policies & Procedures.</u>									X
Review/revise recruitment tools and materials including Board Member Prospect Sheet, Board & Committee Members Summary Profile Sheet, etc.									X
D. Annual Elections:									
Presentation of slate of nominees for Board membership and officers.					Begin			X	
Presentation of list of representatives and committee appointees.						Begin		X	
Election of Directors and Officers and appointment of representative and committees.		X							
E. Miscellaneous Items:									
Review/revise FBST Code of Ethics									X
Approved: Jul 06 ---- Revised: Dec 06; Jul 07; Dec 07; Aug 09; Sep 10; Dec 13; Oct 17									

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.

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Reviewed: December 2, 2010; October 6, 2012; February 2015