

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 | Prepare | 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 | | | |
| 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 [should this be handled by Exec Comm?] | | | | | | X | | |
| B. Orientation & Education: | | | | | | | | |
| Review/revise Operating Policies & Procedures for BOD Member orientation & education. | | | | | Begin | Complete | | |
| Assess BOD orientation & education programs. | Begin | | Complete | | | | | |

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| Provide for on-going board education through program presentations, board retreats, outside consultants, etc. [We have not been doing this] | | | | | | | | 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. Assign mentor for each new Board member. | | | | | 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: | | | | | | | | |

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| Review/revise FBST Code of Ethics | | | | | | | | | x |
| Revised: November 2020 | | | | | | | | | |