

# Nominating & Corporate Governance Committee Meeting

August 3, 2023

8:30-9:30 am (via Zoom)



## AGENDA

<u>TOPIC</u>	<u>FACILITATOR</u>	<u>ACTION</u>	<u>TIME</u>
1. Welcome & Call to Order	Fred Van Sickle		2
2. Opening Prayer/Poem/Positivity	Alison Wolfe		2
3. Approval of June 1, 2023 Minutes	Fred Van Sickle	Approve	1
4. Check-in	Fred Van Sickle		2
5. BOD Composition/Committee Representation Update <ul style="list-style-type: none"><li>○ Resignation of Karl Krebs</li><li>○ Open Roles<ul style="list-style-type: none"><li>▪ Catholic Charities Representative</li><li>▪ Finance Chair</li></ul></li><li>○ 2024 Slate (4 of 19 Positions currently open)<ul style="list-style-type: none"><li>▪ Joe Thomas terms out 😞</li><li>▪ Shannon Matteson renewal (Mary Pat report)</li><li>▪ Andy Fagan re-election</li></ul></li></ul>	Fred Van Sickle	Discuss	10
6. Board Volunteer Day Program (Saturday, September 16)	Fred/Mary Pat	Approve	5
7. Consider Shift from 5 to 6 Board Meetings per Year for 2024	Fred/Mary Pat	Discuss	5
8. Set October Agenda <ul style="list-style-type: none"><li>○ Board Recruitment</li><li>○ Committee Description Review (distribute to committee chairs now?)</li><li>○ Operating Policy Review<ul style="list-style-type: none"><li>▪ Identifying and Selecting Board Members N&amp;CG</li><li>▪ Board Orientation N&amp;GC</li><li>▪ Removal or Dismissal of a Board Member N&amp;GC</li><li>▪ Board Mentoring N&amp;GC</li><li>▪ Confidentiality Policy N&amp;GC</li><li>▪ Exit Interview N&amp;GC</li><li>▪ Investment Finance</li><li>▪ Gift Acceptance Development</li></ul></li></ul>	Fred	Discuss	10

- DEI Next steps

**Next Meeting**

**October 5, 2023**

**8:30-9:30 AM**

**Opening Prayer/Poem/Positivity: Maureen Ferrell**

**RSVP to [kate.paterson@foodbankst.org](mailto:kate.paterson@foodbankst.org)**

## Nominating and Corporate Governance Committee

June 1, 2023  
8:30 am, via Zoom



Committee Member	In Attendance	Unable to Attend
Fred Van Sickle (Chair)	X	
Maureen Ferrell	X	
Mary Pat Dolan	X	
Marty Heysham	X	
Alison Wolfe	X	
Joe Thomas	X	
<b>Ex-Officio</b>		
Andy Fagan	X	
<b>Staff</b>		
Kate Paterson	X	

- Welcome and Call to Order:** Chairperson Fred Van Sickle called the meeting to order at 8:30 am.
- Opening Prayer/Poem/Positivity:** Alison Wolfe shared the prayer of St. Francis of Assisi.
- Approval of April 6, 2023 and May 9, 2023 Special Meeting Minutes:**  
Maureen suggested adding the words “will be” in Section #6 so that it reads: “Focus *will be* on the diversity of the Board of all kinds including County.” In the Special Meeting minutes, a comma should be added between “Mary Pat” and “Fred” in Section #1.

*Maureen Ferrell made a motion to approve the April 2023 & May 2023 minutes with the suggested corrections. All were in favor. None opposed.*

#### 4. BOD Solicitation Process/Policy

Mary Pat checked in with staff member Mary Jane Bray about this policy. Some of the strictures in the document will need to be treated very carefully by staff and the Board. The Development Committee feels the policy is important, and Mary Pat doesn't want to be a roadblock. The importance of Board members' lived experience must be honored, and everyone must be sensitive to how we speak to Board members about donations. The policy is careful not to mention any specific donation amount. Board participation is important no matter what the level. A mentoring program will help. The Food Bank staff knows how to discuss these issues discreetly and skillfully.

*Joe Thomas made a motion to endorse the BOD Solicitation Process/Policy. Seconded by Maureen Ferrell. All were in favor. None opposed.*

#### 5. BOD Volunteer Day

Volunteer Days bring people together to think about the actual work of the Food Bank. All Board members and Committee members would be invited. Andy will work with the Volunteer Coordinator to find a time in the Fall. Saturday mornings have worked well in the past. The sooner we can know the date, the better. The Leader of the Pack event could possibly include a team of Board and Committee members and could also be a time to find prospective BOD members. Kate will look for a Saturday date in October.

**6. BOD Recruitment**

Any decision will wait until the new CEO arrives. The Food Bank spreadsheet of potential Board members was reviewed. Some potential Board members discussed were Angela Odoms-Young, Amanda Smith-Socaris, Wendy Amin, Dawn Lanouette, Rodrigo Samodal, and Dr. Joe Scopeletti. Broome County needs more Board representation. Two of the CEO candidates are from Broome, so they may have suggestions. Board By-laws don't state that it is a requirement to live within our service area.

Steve Hoyt has been reappointed. Joe Thomas is terming out in February 2024. Shannon Matteson needs to be asked if she will serve for another term.

**7. Review of the Operating Policy**

It was agreed to wait for the new CEO to become familiar with these policies and then lead a discussion about any possible changes/updates.

The opening prayer for the August meeting will be done by Alison Wolfe.

The meeting was adjourned at 9:27 am.

Action Items	Responsible	Due Date
Find a date for BOD Volunteer Day	Andy/Kate	
Ask Shannon Matteson if she will serve another term on Board	Mary Pat/Fred	

Minutes respectfully submitted,

*Kate Paterson*  
*Executive Assistant to the President/CEO*

**FOOD BANK OF THE SOUTHERN TIER**

**Board of Directors  
2023 Membership Terms**

In accordance with Article III, Section 3, Paragraph b of the Food Bank’s by-laws, Directors shall be elected for terms of three years, which terms shall be divided as nearly as possible into three classes of Elected Directors so that each year only about one-third of the Elected Directors’ terms will expire. An Elected Director may not serve more than three consecutive three-year terms. Members are elected at the Food Bank’s annual meeting in February.

<b>Current Board Members</b>	<b>First Term Ending</b>	<b>Second Term Ending</b>	<b>Third Term Ending</b>	<b>Committees</b>
Steve Hoyt	2018	2021	2024	Executive, Finance & Audit
Joe Thomas	2018	2021	2024	Executive, Development, N&CG
John Bayne	2019	2022	2025	Development
Mary Pat Dolan	2019	2022	2025	Executive, N&CG
Alison Wolfe	2020	2023	2026	Development, N&CG
Shannon Matteson	2021	2024		Finance & Audit
Karl Krebs	2021	2024		Finance & Audit/DOR
Anis Fadul	2022	2025		Development
Erin Summerlee	2023	2026		Strategy
Marty Heysham	2023	2026		N&CG
Fred Van Sickle	2024			N&CG
Kathleen Rasmussen	2025			Strategy
Andy Fagan	2025			Strategy
Jamie Kaffenbarger	2025			Development
Tricia Khan	2025			Finance & Audit
Jamila Michener	2026			Strategy
Elizabeth Brando	2026			Finance
<b>Past Board Members</b>	<b>First Term Ending</b>	<b>Second Term Ending</b>	<b>Third Term Ending</b>	<b>Actual Term End Date</b>
Connie Park	2025			Feb 2023*
Jessica Renner	2021	2024		Dec 2022*
Grace Park	2017	2020	2023	Feb 2022*
Peter Newman	2016	2019	2022	Feb 2022
Michael Eisner	2019	2022		Feb 2022
Carin Rouleau	2015	2018	2021	Feb 2021
Lorna Swaine-Abdallah	2021			Feb 2021
Nancy Miller	2014	2017	2020	Feb 2020
Christina Sonsire	2022			Sept 2019*
Sheri Hughey	2017	2020		Feb 2019*
Mark Bordeau	2013	2016	2019	Feb 2019
David Radin	2013	2016	2019	Feb 2019
Allison Strife	2018			Feb 2018
William Powell	2012	2015	2018	Feb 2018
Stephen Fowler	2012	2015	2018	Feb 2018
Peter Cronk <i>dec.</i>	2019			May 2017*
Carol True-Palmer	2017*partial			Oct 2016*
Krista Matia	2016			Feb 2016
Joe Antos	2010	2013	2016	Feb 2016
John Alexander	2009	2012	2015	Feb 2015
Todd Reasons	2014	2017		Oct 2014*
Patricia McLellan	2015			Feb 2015
Robert Roemmelt	2012	2015		Feb 2015
John Nozell	2017			July 2014*

Robert Grissom	2016			Feb 2014*
Richard Wardell <i>dec.</i>	2007	2010	2013	Feb 2013
David Orlovsky	2012	2015		Dec 2012*
Krista Niles-Updyke	2007	2010	2013	Feb 2014
Mary Pat Dolan	2008	2011	2014	Feb 2014
Michael Judd	2015			Feb 2013*
Tara Masters	2014			Feb 2014
Betsey Bacelli	2014			June 2012 *
Joseph Simmons	2012			Feb 2012
Joanne Aloï	2013			May 2011*
Brigid Allinger	2011			Feb 2011
Molly Lane	2011			Feb 2011
Robert Ivers	2008	2011		Feb 2011
Sister Marie Castagnaro	2007	2010		Feb 2010
Ian Harrop	2006	2009	2012	Feb 2010*
Charlie Burke	2010			Aug 2009*
Ray Denniston <i>dec.</i>	2009			Sep 2008*
Marianne Zuk	2009			Apr 2008*
Mary Meisner	2011			Feb 2008*
Anthony DeSanctis	2009			Dec 2007*
Anthony Ciccariello	2008			Dec 2007*
Thomas Gaige	2009			Nov 2007*
Jean Owens	2007			Feb 2007
Joseph Slavik	2006			Feb 2006
Jason Arnold	2006			Jan 2006
Beth Wasson	2007			Dec 2005*
Kathy Stein	2006			Jun 2005*
Russell Minier	2006			May 2004*
Michael Capalupo	2006			Jan 2004*
Cynthia Cave-Gaetani	2006			Nov 2003*

\* denotes unfinished term

Diocesan Representative	Yrs. served
Anthony Barbaro	2003- 2019
Laura Opelt	2019 - 2020
Jack Balinsky	2020 - 2021
Karen Dehais	2022 -

# **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.

#### **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 & Compliance Committee.

#### **COMPOSITION:**

The Audit & Compliance 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 & Compliance 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**  
**Board of Directors**  
*Committee Description*

**DEVELOPMENT COMMITTEE**

**PURPOSE:**

The purpose of the Development Committee is to promote a culture of philanthropy at the Food Bank of the Southern Tier (FBST) and to lead the Board of Directors in efforts to attract philanthropic support needed to fulfill the mission of the organization.

**RESPONSIBILITIES:**

- Work with the VP of Development & Community Engagement to develop plans that will achieve annual fundraising goals.
- Provide leadership for the organization's fund development efforts.
- Develop an expectation for financial contributions from all members of the Board of Directors and demonstrate leadership by making their own gifts.
- Participate in evaluating prospective major gift donors for new or increased levels of contributions when needed.
- Assign Board fundraising tasks in consultation with the Board Chair and organize the members of the Board for fundraising activities.
- Accept assignments related to the cultivation, solicitation and stewardship of donors.
- Assist the VP of Development & Community Engagement with the development of donor recognition strategies.

**COMPOSITION:**

The Development Committee shall consist of at least three Board members plus representatives from the community as needed.

**MEETING SCHEDULE:**

The Committee shall meet at least quarterly. Committee members will be expected to commit time to the stewardship of donors, including event participation, writing thank you notes, making phone calls, etc.

**QUALIFICATIONS:**

- A commitment to the Food Bank of the Southern Tier's mission and goals.
- The capability and willingness to solicit funds on behalf of FBST.
- Access and influence with people within the communities (six-county region) who can support the organization.
- Ability to advance specific fundraising goals of FBST.
- Ability and willingness to make a personal financial commitment to FBST



**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 of Directors**  
*Committee Description*

**FINANCE COMMITTEE**

**PURPOSE:**

To provide general oversight and policy recommendations to the Board of Directors on matters related to the financial operations and integrity of the Food Bank. This scope will include policy on matters of operating budgets and capital financing, accounting, insurance, internal controls.

**RESPONSIBILITIES:**

- Oversees and monitors organizational financial planning, including annual budgets, capital projects or other special activities/planning that have a significant fiscal impact on the organization. Makes revisions to annual operating budgets as necessary.
- To review annually with the President/CEO and the Chair of the Audit Committee the process for determining the adequacy of controls over financial reporting and other financial systems.
- Monitors that adequate funds are available for annual as well as long-range planning.
- Manages and safeguards the assets of the organization.
- Drafts, monitors and evaluates organizational fiscal policies.
- Anticipates financial problems or significant budget variations and develops recommended responses for Board of Directors.
- Ensures that the Board receives accurate and complete financial information.
- Helps the rest of the Board understand financial statements and the general financial situation of the organization.
- Makes sure that federal, state, and local reporting guidelines are followed.
- Conducts periodic insurance reviews to protect assets of organization.

**COMPOSITION:**

The committee shall consist of at least the Treasurer of the Board of Directors (who serves as committee chairperson), Committee Vice-Chair, President /CEO of the organization, CCDOR Finance Director, COO and/or other finance staff as necessary.

**MEETINGS:**

Meetings shall be held 5 times a year: February, May, August, November & December. Special meetings may be called as necessary. Committee members will receive monthly financial statements in between regularly scheduled meetings.

**LIMITS OF AUTHORITY:**

The Finance Committee submits recommendations to the Board of Directors.

**Developed:**

**April 13, 2006**

**Revised:**

**June 26, 2006**

**December 7, 2015**

**September 25, 2006**

**November 29, 2010**

**August 6, 2012**

# **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.

Date Developed: June 16, 2006 – final draft approval  
Source: Board Source, St. Joseph's Hospital  
Reviewed: December 2, 2010; October 6, 2012; February 2015

# **FOOD BANK OF THE SOUTHERN TIER**

## **Board of Directors Operating Policy and Procedure**

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### **POLICY: Identifying, Reviewing and Selecting Candidates for BOD Membership**

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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.

#### **Identifying Candidates:**

Candidacy for membership to the Board of Directors (“Board”) can occur through the following:

1. Directly from Board members
2. President/CEO, including members of the Food Bank staff
3. Public communications including The Harvester Newsletter, 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
6. Other contacts or means

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. Materials in the packet include:

1. Current Board member roster
2. Annual meeting dates of the general Board and all committees
3. Committee descriptions
4. Contact information (contact card for President/CEO)

#### **Accepting and Presenting Candidates for Membership:**

Once a candidate has been identified, the Nominating & Corporate Governance Committee (“N&CGC”) should review each candidate as follows:

- Step #1:** Complete **Prospective Board Member Application Form** *available electronically or in hard copy from Food Bank office*). Attach Resume/Bio etc. and other supporting information, as necessary.
- Step #2:** Return application and supporting information to the President/CEO of the Food Bank

**Step #3:** President/CEO ensures application is completed (*follows up if more information is required*) and prepares information packet for next N&CGC meeting to conduct preliminary review.

**Reviewing Candidates for Board Membership:**

**Step #1:** Candidates are discussed at N&CGC meeting after information packets are received by President/CEO.

**Step #2:** N&CGC conducts initial review of candidates. The N&CGC will determine if it requires additional information from the candidate or will decide whether or not the candidate should be recommended for consideration for membership by the Board.

**Step #3:** Once interest in the candidate is determined, the N&CGC, along with person presenting the candidate for consideration, determines the best approach to meeting with the candidate to discuss interest in Board membership.

**SPECIAL NOTE:** *Membership on the Board should not be promised or alluded to in any way, until the process is followed and completed. In special 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&CGC .*

**Step #4:** The candidate profile is provided and the N&CGC announces at the next available general Board meeting that a slate of candidates will be formally presented for membership at the next general Board meeting.

If concerns about a candidate are expressed by a member of the Board then this is presented to the President & CEO and N&CGC as soon as possible.

**Selecting and Approving Candidates:**

The process for selecting/voting in new members of the Board occurs as follows:

Each candidate for membership to the Board shall be placed on a slate of candidates which will be presented to the Board in its December meeting. The Board will approve the slate of candidates for Board membership at the Annual Meeting of the Board, which typically occurs in February.

If a vacancy is being filled, the candidate shall be presented at the first available meeting of the Board.

**Departure of Board Members:**

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&CGC 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, 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.

**Revised: June 13, 2018**

# FOOD BANK OF THE SOUTHERN TIER

## Board of Directors Operating Policy and Procedure

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### **POLICY: BOD Orientation & Education Program**

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Successfully recruiting new members of the Board of Directors (“Board” or “BOD”) goes beyond getting a commitment from them to serve. A well organized, formal orientation and continuing education program introduces them to a higher awareness of the Food Bank and its work as well as builds upon the initial investment they are making by becoming a member. This on-going education also plays an important role for current and long-standing Board members to keep them fully engaged.

#### **Pre-Education & Overview (Recruitment Phase):**

For ease of managing materials and information we have developed two informational packets to be used in the recruitment process. They are the Board Prospect Packet and the Confirmed Board Member Packet. Before receiving any materials, individuals interested in either Board or Committee membership are invited to the Food Bank for a tour and conversation with the President & CEO and/or a current member of the BOD.

1. **Board Prospect Packet:** This packet provides basic information about the Food Bank’s BOD and contains the following items:
  - a. Cover letter
  - b. BOD roster
  - c. Current BOD and Committee meeting schedule
  - d. Committee descriptions
  - e. BOD member agreement
  
2. **Confirmed Board Member Packet:** This packet is provided to individuals who have confirmed their interest in joining the Board. (It is not provided to committee members.) Board candidates must complete all the forms and return them to the President & CEO along with a bio or resume that will be shared with the Nominating & Corporate Governance Committee. This packet contains the following documents:
  - a. Member contact information form
  - b. BOD profile form
  - c. BOD member agreement
  - d. Confidentiality/Conflict of Interest statement
  - e. Media release form

#### **Orientation & Education:**

All prospective BOD members are required to attend a New BOD Member Orientation prior to their first official BOD meeting. Committee members and current BOD members are invited to

attend but not required. The Orientation is held at the Food Bank and is facilitated by the President & CEO. The agenda includes the following items:

1. Food Banking 101 w/ President & CEO
2. Understanding the Food Bank's Financials with the Chief Operating Officer
3. BOD Member Roles & Responsibilities w/ BOD Chair (or other officer)
4. Review of BOD Manual
5. Meet & Greet w/ Food Bank Directors

All BOD members will receive updated copies of the BOD Manual (including a permanent section and replaceable section, when applicable):

1. Permanent Section:
  - a. Catholic Charities of the Diocese of Rochester Organizational Chart
  - b. Food Bank Bylaws
  - c. BOD Operating Policies & Procedures
  - d. BOD Member Agreement
  - e. BOD Member Expectations
  - f. Confidentiality/Conflict of Interest Statement
  - g. BOD Position Descriptions
  - h. Committee Descriptions & Tracking Calendars
  - i. Food Bank Terminology
2. Replaceable Section:
  - a. Current BOD Roster
  - b. List of Current & Past BOD Member by Term Dates
  - c. Current Committee Assignments
  - d. Current Food Bank Organizational Chart
  - e. Current Food Bank Staff Listing
  - f. Most Recent Food Bank Fact Sheets
  - g. Most Recent Annual Report

### **Other Ongoing Educational Opportunities:**

#### **Overview**

In order for new BOD members to have a comprehensive working knowledge about the Food Bank, they are encouraged to complete a range of activities designed to meet staff and observe or participate in the internal and external operations of the Food Bank.

#### **Welcoming meeting**

The Board Chair or Executive Committee member will schedule a one-on-one meeting with each new member to welcome the new member and re-emphasize expectations of board commitment.

#### **Board Committee Meeting Visits:**

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



### **Member Agency and/or Mobile Food Pantry Visit:**

BOD members should visit one or more of our member agencies or a Mobile Food Pantry distribution to see and participate in the work that is conducted “on the front lines” directly with the people that we serve.

### **Mentoring**

During the recruitment and nomination process, it may be determined that a new BOD member may benefit from having a “BOD mentor” who can counsel and further educate the new BOD member as they move through the first year of their term. A group of board members will voluntarily act as mentors and serve as such for at least one year.

### **Attendance at a Food Bank event**

The Food Bank conducts many events in the community during the year to raise awareness, gather support, and increase its visibility. Within the orientation period, a new Board member 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.

### **New Board Member Follow Up:**

Within the first year, new BOD members will receive a follow up meeting request to see how their experience on the Board is progressing. It is an opportunity to provide feedback and input about enhancing the experience of new BOD members. These follow-ups will be conducted by the President & CEO.

### **Continuing Education:**

On-going educational opportunities will be offered to Board members to stay on top of current and emerging issues and trends related to the Food Bank as well as other topics related to Board leadership and other organizational issues.

These opportunities can occur through various formats and approaches. They may include:

1. Program & Service Presentations at Board and/or committee meetings
2. Board retreats
3. Presentations by “experts” in a field of interest or relevance to the Food Bank
4. Workshops or conferences as deemed appropriate
5. Relevant reading or literary materials
6. Formalizing the delivery of departmental presentations at board meetings, subjects chosen by both Board and Food Bank management. The purpose is to highlight specific programs and initiatives and give Food Bank employees exposure to the Board.

### **Evaluation:**

On an annual basis the Nominating & Corporate Governance Committee will conduct an evaluation process to determine the overall success of BOD participation and efficiency.

**Revised:** 7-12-18

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

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

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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.
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 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.

Revised June 13, 2018

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

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**POLICY:     Mentoring Policy**

**EFFECTIVE DATE: February 2020**

**REVISED DATE: September 28, 2020**

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The Board of Directors (“Board”) of the Food Bank of the Southern Tier (“FBST”) endorses the practice of mentoring for new Board members. The process helps to keep new members fully engaged in the process, especially by providing an overview of Board member roles and responsibilities and the expectations for Board member meeting preparation and attendance.

**MENTORING PROCESS AND PROCEDURES:**

1. The Chair of the Nominating and Corporate Governance Committee (N&CGC) will appoint a mentor for a new Board member after speaking with both parties and others as appropriate.
2. The new mentor will read this Policy, including the “Best Practices” noted below, and become familiar with the Board orientation materials presented by the FBST staff.
3. The mentor and mentee will meet at least once before the mentee’s first Board meeting and at least one other time during the mentee’s initial six months as a Board member. Meetings may be in person, by phone or by meeting technology such as Zoom.
4. The mentor will report to the Chair of the N&CGC about the process and how to improve it.

**BEST PRACTICES FOR MENTORS:**

The following list of suggestions is offered for engaging with your assigned mentee:

- Be approachable, reflect a specific interest in the new member’s development, be a good listener, careful observer and work to solve problems that may arise for the new Board member;
- Share your knowledge about Board membership and meeting participation;
- Serve as a coach for initial meetings, sitting adjacent to the new member and offering additional background information when appropriate, translating acronyms and helping the mentee navigate the Board materials;
- Follow-up between meetings during the first six months of Board membership whenever possible or needed;
- Provide the mentee multiple methods to communicate with you between meetings including phone calls, in-person; email; text; FaceTime, Zoom and other ways to ensure the new Board member stays engaged and connected to the Board and its activities;
- Offer to assist with the initial assignments given to the new Board member in case there are questions about Board communication procedures or preferred methods to submit documents;
- Contact the new Board member if there appears to be a pattern of missed meetings or late Board assignments, allowing for possible competing demands on the new member’s time;
- At the conclusion of the mentoring period, ask the new Board member about the mentoring process and ways in which it could be improved upon for the future.

**FOOD BANK OF THE SOUTHERN TIER**  
**Confidentiality Policy for Committee Members**  
**2022**

Committee members of the Food Bank of the Southern Tier (“FBST”) manage and have access to confidential information that must stay within the organization. Confidential information includes, but is not limited to, our members, supporters, partners, employees, marketing processes, as well as our financial information, which includes campaign contributions, current and future business plans, our computer and software systems and processes, personnel information, and associated documents.

To protect the confidentiality of fellow members, employees and the organization, no confidential information, including information about other members, employees or FBST business is to be discussed with anyone except for FBST employees or FBST committee members. Care shall be exercised to be certain that unauthorized individuals do not overhear discussions of confidential information.

Committee members understand and agree that during their service they may obtain information and documents which are confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of service.

Confidential information means information secured directly or indirectly through or about FBST that is not publicly available and includes the following examples:

1. Committee members shall not disclose to anyone outside of FBST the statements, positions, or votes by any board or committee member on actions taken by the board or its committees.
2. All packets prepared for meeting use are confidential and should be treated as internal documents restricted to FBST use. No portion of the agenda may be shared, in written or oral form, with any individual or with any organization outside of FBST. Exceptions may be made only with the consent of the board.
3. The home addresses, telephone/cell phone numbers, fax numbers, and email addresses of board, committee, and staff members are not to be given out to any individual or organization without the express permission of the person to be disclosed.
4. All information obtained about directors, members and prospective members will remain confidential and not disclosed or provided to any individual other than another board member, committee member, or staff member.
5. All committee members shall adhere to the principle that information created by, or on behalf of, FBST is the property of FBST and shall not be transferred or utilized except on behalf of FBST.
6. Confidential information excludes a disclosure required by law; e.g., a subpoena; however, any such disclosure required by law shall be promptly transmitted to FBST prior to disclosure absent a legal requirement to not disclose.

Any such committee member that divulges confidential or privileged information, whether during or after their term of service is subject to appropriate discipline, including dismissal. Committee members recognize that FBST has a proprietary interest in any such information and/or documents and would be irreparably damaged as a result of any disclosure or dissemination thereof.

**STATEMENT OF UNDERSTANDING AND AGREEMENT:** I am aware that, during the course of my service, confidential information will be made available to me. Further, I understand that this information is proprietary and critical to the success of FBST and may not be distributed or used outside of FBST premises or with non-FBST individuals. I hereby confirm that I have received a copy of the Confidentiality Policy and agree to abide by the requirements of this policy and this statement and to inform the Board Chairperson immediately if I believe any violation (unintentional or otherwise) of the policy or this statement has occurred.

Name: \_\_\_\_\_ Term Dates/Committee Name: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**FOOD BANK OF THE SOUTHERN TIER**  
*Board of Directors, Nominating & Corporate Governance Committee*  
Exit Interview Questions

These are suggested questions for interviews with Directors who have completed their Board service. The exit interview is to be completed by the Chairperson of the Nominating & Corporate Governance Committee, and shared with the Executive Committee as appropriate.

1. Generally speaking, have you been satisfied with your service as a Board member?
2. With what aspects of your Board service have you been most satisfied?
3. With what aspects of your Board service have you been less than satisfied?
4. Do you feel that your opinions and suggestions have been taken seriously and utilized effectively?
5. Do you feel that your skills and talents have been adequately utilized during your tenure?
6. Is there more that you would have liked to have accomplished as a Director?
7. In what ways do you perceive that the Board could become more effective?
8. In what way could the structure of the Board be more effectively organized?
9. With regard to personal talents and skills, what are the strengths and weaknesses of the Board as it is presently composed. What skills or expertise could be expanded?
10. What observations would you like to make for the good of the future of the Board?
11. What observations would you like to make for the good of the future of FBST?
12. Why are you leaving the Board? Could anything be done to continue your service as a Director?

Date Developed: 12/21/07

Date Revised:

Source: Chautaugua Institution