

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

**AGENDA**

| <b><u>TOPIC</u></b>  | <b><u>FACILITATOR</u></b> | <b><u>ACTION</u></b> | <b><u>TIME</u></b> |
|--|---------------------------|----------------------|--------------------|
| 1. Welcome & Call to Order   | Fred Van Sickle           |                      | 2                  |
| 2. Opening Prayer/Poem/Positivity  | Natasha Thompson          |                      | 2                  |
| 3. Approval of December 1, 2022, Minutes   | Fred Van Sickle           | Approve              | 1                  |
| 4. Check-in  | Fred Van Sickle           |                      | 10                 |
| 5. Annual Meeting Prep <ul style="list-style-type: none"><li>• 2023 BOD Slate</li><li>• BOD &amp; Committee Appointments</li><li>• Annual BOD Profile, Agreement, &amp; Policies</li></ul> | Natasha Thompson          | Discuss              | 15                 |
| 6. New BOD Member Orientation  | Natasha Thompson          | Review               | 10                 |
| 7. 2022 BOD & Committee Meeting Attendance   | Natasha Thompson          | Discuss              | 10                 |
| 8. Other Business <ul style="list-style-type: none"><li>• Timing BOD DEI efforts</li></ul>   | Fred Van Sickle           | Discuss              | 5                  |

**Next Meeting**

**April 6, 2023**

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

**Opening Prayer/Poem/Positivity: Marty Heysham**

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

# Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

December 1, 2022 8:30-9:30 AM

| Committee Member           | In Attendance | Unable to Attend |
|----------------------------|---------------|------------------|
| Fred Van Sickle (Chair)    | X             |                  |
| Bill Powell                |               |                  |
| Maureen Ferrell            | X             |                  |
| Mary Pat Dolan             | X             |                  |
| Marty Heysham              | X             |                  |
| Alison Wolfe               | X             |                  |
| Joe Thomas                 | X             |                  |
|                            |               |                  |
| <b>Guests</b>              |               |                  |
| Jeannette Batiste-Harrison | X             |                  |
|                            |               |                  |
| <b>Ex-Officio</b>          |               |                  |
| Natasha Thompson           | X             |                  |
|                            |               |                  |
| <b>Staff</b>               |               |                  |
| Jen Bertron                | X             |                  |

1. **Welcome & Call to Order** – Fred Van Sickle called the meeting to order at 8:30
2. **Opening Prayer/Poem/Positivity** – Maureen Ferrell shared a prayer
3. **Approval of October 6, 2022, Meeting Minutes** - A grammatical error was noted in BOD Recruitment update and will be corrected.

*Maureen Ferrell made a motion to approve the October minutes.  
Mary Pat Dolan seconded. All were in favor. None opposed.*

**Action Item:** Jennifer Bertron to correct grammatical error.

4. **Check-in** - All present gave an update on their personal/professional lives. Introduced Jeannette to the group.
5. **2023 BOD Slate**  
Reviewed Election Slate and Officers. There will be a total of 19 Board Members, which is the maximum number per by-laws. Jamila Michener & Elizabeth Brando will be joining the Board. Jamila lives in Tompkins County. She is a professor at Cornell and currently a member of the Strategy Committee. Elizabeth Brando lives in Broome County. She is a fundraising professional who has worked with a number of Native American Organizations. She is interested in joining the Finance Committee.

Reviewed Board and Committee Appointments. A Vice Chair is needed for the Finance Committee – possibly Karl Krebs or Tricia Kahn. Natasha will discuss with Shannon Matteson, Chairperson, before proceeding. Previously discussed needing another member on Finance, but may not be necessary if Elizabeth Brando is interested in that committee. Discussed if another member is needed for N&CG Committee. Joe Thomas is willing to serve on one more committee. Discussed that there are no maximum numbers for committee members, just minimum, and no term limits for committees.

The Board has already approved the BOD Slate. The Executive Committee will review the full BOD and Committee schedule at December meeting. Once finalized, the schedule will be shared and put on the Board Portal.

# Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

December 1, 2022 8:30-9:30 AM

## Action Items:

Natasha to share new member bios

Natasha & Joe to determine if another member is needed for Finance Committee

Natasha to discuss Finance Vice Chair opening with Shannon Matteson

Natasha to think about another committee for Joe Thomas

## 6. BOD DEI Work Plan

Natasha introduced Jeannette Batiste-Harrison from Batiste Leadership to present on the DEI Organizational Assessment and next steps. Batiste Leadership has been working with FBST leadership since 2021 based on the Assessment and is now looking to focus on the Board of Directors. High level objectives include a series of customized workshops focused on four areas:

- Operationalizing core values in Board operations
- Developing a shared language and understanding of implicit bias
- Focusing on decision making using an equity lens
- Refreshing meeting processes and agendas to optimize meetings and engagement

Initial timeline is for one workshop per month, but it could be one per quarter. These could be in person or remote and amount of time could be flexible. There have been a lot of learnings from the work with the FBST Leadership Team that can be applied to working with the Board.

Discussed if using an Equity Lens without representation is appropriation. Do not want to create a situation where people feel like tokens. Goal is to slow down and think holistically about decisions and create a space between stimulus and response.

Discussed concerns related to how these workshops will be conducted to reach people at different starting points, with different learning styles and different past experiences with DEI work. Batiste would use group coaching to bring in research, best practices and new ideas to figure out how to best implement.

Discussed concerns about the amount of extra time / meetings for Board Members who are already very busy. It will be best to add time to existing meetings rather than expect Board to attend additional meetings. Natasha shared that at the last N&CG Meeting discussed having a stand-alone workshop related to Agenda and Process for all Committee Chairs. Could use Board Education opportunities at meetings and use the June Strategy Session for a deeper dive. Need feedback from the Board if they are willing to extend existing meetings and by how much. Agreement that focus of June Strategy Session makes sense.

Discussed that this needs to be a multi-year endeavor – can't be just 1 year. Also needs to be connected to organizational goals and outcomes. Must be action oriented and tie back to identified inequities that impact FBST and our clients. Goal is to change the Board culture so new members don't necessarily have to be trained – it's built into how things are done.

Committee would like to see a specific plan for multi-year engagement – including number of Board Meetings, number of sessions, amount of time and connection to goals.

## Action Items:

Natasha will share DEI Assessment Summary & Work Plan with Jeanette

Natasha and Jeanette will connect to discuss feedback and share ahead of next meeting

## 7. 2024 BOD Recruitment Discussion – did not discuss due to time

# **Food Bank of the Southern Tier**

Nominating & Corporate Governance Committee Meeting

December 1, 2022 8:30-9:30 AM

8. **Other Business** – 2023 Meeting Dates. Same time, respond if any feedback / conflict.

**Action Item Summary:**

1. Jennifer Bertron to correct grammatical error in October Minutes. DONE
2. Natasha to share new member bios
3. Natasha & Joe to determine if another member is needed for Finance Committee
4. Natasha to discuss Finance Vice Chair opening with Shannon Matteson
5. Natasha to think about another committee for Joe Thomas
6. Natasha will share DEI Assessment Summary & Work Plan with Jeanette
7. Natasha and Jeanette will connect to discuss feedback and share ahead of next meeting
8. All review 2023 Meeting Dates and respond to Natasha with any feedback / conflicts

The meeting adjourned at 9:34.

Minutes respectfully submitted by,  
*Jennifer Bertron, Community Impact Manager*

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

**PROPOSED 2023 ELECTION SLATE OF DIRECTORS & OFFICERS**

RE-ELECTION OF DIRECTOR FOR 3<sup>rd</sup> TERM TO EXPIRE 02/2026

Alison Wolfe

RE-ELECTION OF DIRECTORS FOR 2<sup>nd</sup> TERM TO EXPIRE 02/2026

Marty Heysham  
Erin Summerlee

ELECTION OF DIRECTORS FOR 1<sup>st</sup> TERM TO EXPIRE 02/2026

Jamila Michener  
Elizabeth Brando

ELECTION OF OFFICERS FOR ANNUAL TERMS TO EXPIRE 02/2024

CHAIRPERSON: Mary Pat Dolan

VICE CHAIRPERSON: Steve Hoyt

TREASURER: Shannon Matteson

SECRETARY: Erin Summerlee

IMMEDIATE PAST CHAIR: Joe Thomas

ELECTION OF DOR BOD REP. FOR ANNUAL TERM TO EXPIRE 02/2024

Karl Krebs

Created: 3/28/2022  
Updated: 11/14/2022

Food Bank of the Southern Tier  
Board Member Application

Thank you for your interest in joining the Food Bank of the Southern Tier's Board of Directors!

Please take a moment to answer the following questions which will be shared with the members of the Nominating & Corporate Governance Committee.

**Date:** 10/14/2022 \_\_\_\_\_

**Full Name:** Elizabeth Brando

**Address:** 498 State Route 26, Willet NY 13863

**Phone:** 315-412-8539

**E-mail:** eabrando@gmail.com

**Occupation (current and/or past):**

fundraiser for Native-led nonprofits; member of senior leadership team

**Volunteer Activities/Board Services (current and/or past):**

Board, Finance Committee Ithaca Children's Garden  
Development Volunteer, Girl Scouts of NY PENN Pathways  
Board, American Indian Contemporary Arts  
Volunteer, Christie's Auction House (NYC)

**What is your personal or professional experience with the Food Bank?**

I have been a colleague of Natasha Thompson since 2012 (?) when we participated in a leadership program developed by the Human Services Coalition. When I was the director of development at the Paleontological Research Institution, we worked with the Food Bank to get free museum passes into the food backpacks.

In 2020, when they were giving everyone food during COVID-19, my daughter and I donated money to our local food pantry and I used that moment to teach her about food insecurity.

**What about the Food Bank motivates you to consider serving on its Board of Directors?**

First, I believe in the mission to provide "access to healthy food by all" and feel blessed that I am in a position to volunteer my time and offer my business acumen to help serve my local community. Second, as a citizen of the Cherokee Nation, any insight and knowledge I learn from my board peers and Food Bank staff will help me assist my own community. Please allow me to share a statistic from XXX, "...from 2000 to 2010, 25 percent of American Indians and Alaska Natives (AIAN) were consistently food insecure, double the rate of white Americans.[16] This trend continued from 2010 to 2020 where AIAN food insecurity was roughly double, and at times triple, the food insecurity white people faced. (US Dept of Agriculture)

Food Bank of the Southern Tier  
Board Member Application

**What would you hope to gain or learn from your participation on the Food Bank Board?**

I would like to learn more about the financial structure of a larger nonprofit and deepen my knowledge of board governance.

**In what areas of board service do you see – or would you like to see – yourself making a meaningful contribution?**

While I am a career fundraiser and will volunteer in any capacity you would need, I would prefer to serve the finance committee and make better use of my financial knowledge. Having worked in nonprofits for the past 20 years, I can provide a unique perspective on how staff may feel with certain decisions before the board as well as provide knowledge of nonprofit operations.

**What experience, skills, abilities, and/or talents do you bring to the Food Bank and its Board of Directors?**

My MBA-level business expertise is focused on strategic planning, business development, and marketing. I have worked for nonprofit organizations and served on a nonprofit board.

**Please send your completed form along with a copy of your resume or a brief biographical statement to  
Natasha Thompson at [natasha.thompson@foodbankst.org](mailto:natasha.thompson@foodbankst.org)**

Food Bank of the Southern Tier  
Board Member Application

Thank you for your interest in joining the Food Bank of the Southern Tier's Board of Directors!

Please take a moment to answer the following questions which will be shared with the members of the Nominating & Corporate Governance Committee.

**Date: October 14, 2022**

**Full Name:** Jamila Michener

**Address:** 47 Brickyard Rd., Lansing, NY 14882

**Phone:** (732) 331 9883

**E-mail:** jm2362@cornell.edu

**Occupation (current and/or past):**

Associate Professor of Government and Public Policy

**Volunteer Activities/Board Services (current and/or past):**

- Community Change, Board of Directors
- Center for Healthcare Strategies, Board of Trustees
- American Bar Foundation Task Force on Eviction, Housing Stability, and Equity (2021-2022)
- Community Solutions for Health Equity (RWJF), National Advisory Committee
- Poverty and Race Research Action Council (PRRAC), Social Science Advisory Board
- Rural Health Equity Training Collaborative (Cayuga Medical Center), Community Advisory Board
- Rural Maternity and Obstetrics Management Strategies Program (HRSA), Health Equity Advisory Committee
- Tompkins County Health Planning Council, Advisory Board (2021-2022)
- Ultimate Reentry Organization of Tompkins County, Data Development Committee

**What is your personal or professional experience with the Food Bank?**

I have recently volunteered as a member of the strategy committee.

**What about the Food Bank motivates you to consider serving on its Board of Directors?**

The Food Bank is serving vulnerable and marginalized populations in my community. It is a crucial community resource. I view it as my responsibility to contribute to the greatest extent possible.

**What would you hope to gain or learn from your participation on the Food Bank Board?**

I hope to learn from the people I serve on the board with. We all have different experiences, perspectives, and positioning. I believe that working together towards a greater good always presents opportunities to learn from others. I also hope to learn more about the inner workings of NY state food systems. Finally, I hope to learn from the people who rely on the resources of the food bank, whose lives are most affected by the work of FBST.



Food Bank of the Southern Tier  
Board Member Application

**In what areas of board service do you see – or would you like to see – yourself making a meaningful contribution?**

I am flexible open to helping fill whatever needs emerge. I am an expert in poverty, racism, public policy, and public engagement. So, I would like to serve in ways that draw on my knowledge in those areas.

**What experience, skills, abilities, and/or talents do you bring to the Food Bank and its Board of Directors?**

I have skills in qualitative and quantitative data collection and analysis, lots of experience in leadership and on boards, significant experience working directly with low-income communities, substantial experience with advocacy/empowerment strategies, and many connections with non-profit organizations across the state and country.

**Please send your completed form along with a copy of your resume or a brief biographical statement to  
Natasha Thompson at [natasha.thompson@foodbankst.org](mailto:natasha.thompson@foodbankst.org)**

## FOOD BANK OF THE SOUTHERN TIER 2023 BOD & COMMITTEE APPOINTMENTS

### Board of Directors

1. Mary Pat Dolan, Chairperson
2. Steve Hoyt, Vice Chairperson
3. Shannon Matteson, Treasurer
4. Erin Summerlee, Secretary
- ~~5.~~ ~~Jessica Renner~~
- ~~6.~~ ~~5.~~ Joe Thomas
- ~~7.~~ ~~6.~~ John Bayne
- ~~8.~~ ~~7.~~ Alison Wolfe
- ~~9.~~ ~~8.~~ Karl Krebs
- ~~10.~~ ~~9.~~ Anis Fadul
- ~~11.~~ ~~10.~~ Marty Heysham
- ~~12.~~ ~~11.~~ Fred Van Sickle
- ~~13.~~ ~~12.~~ Kathleen Rasmussen
- ~~14.~~ ~~13.~~ Andy Fagan
- ~~15.~~ ~~14.~~ Jamie Kaffenbarger
- ~~16.~~ ~~15.~~ Tricia Khan
- ~~17.~~ ~~16.~~ Connie Park
- ~~18.~~ ~~17.~~ Jamila Michener
- ~~19.~~ ~~18.~~ Elizabeth Brando

### Representative of FBST Board of Directors to Diocesan Catholic Charities Board of Directors:

1. Karl Krebs

### Executive Committee:

1. Mary Pat Dolan, Board Chairperson & Committee Chairperson ex officio
2. Steve Hoyt, Board Vice Chairperson & Committee Member ex officio
3. Shannon Matteson, Board Treasurer & Committee Member ex officio
4. Erin Summerlee, Board Secretary & Committee Member ex officio
5. Joe Thomas, Immediate Past Board Chairperson ex officio
6. Karen Dehais, Diocesan Director & Committee Member ex officio
7. Natasha Thompson, President/CEO & Committee Member ex officio\*

### Finance & Audit Committee:

1. Shannon Matteson, Board Treasurer & Committee Chairperson
2. ???????, Board Member & Committee Vice Chair
3. Steve Hoyt, Board Member
4. Karl Krebs, Board Member
5. Tricia Khan, Board Member
6. Elizabeth Brando, Board Member
7. Dick Pirozzolo, Committee Member
8. Meghan Rose, Committee Member
9. Linda Bruckner, Committee Member
10. Mary Pat Dolan, Board Chairperson & Committee chairperson ex officio
11. Natasha Thompson, President/CEO & Committee Member ex officio\*
12. Karen Owen, Catholic Charities Finance Department & Committee Member ex officio\*
13. Erica Loomis, VP of Finance & Administration & Committee Member ex officio \*

### Nominating & Corporate Governance (N&CG) Committee:

Commented [NT1]: Do we need another Nom Com member?

## **FOOD BANK OF THE SOUTHERN TIER 2023 BOD & COMMITTEE APPOINTMENTS**

1. Fred Van Sickle, Board Member and Committee Chairperson
2. Alison Wolfe, Board Member & Committee Vice Chair
3. Marty Heysham, Board Member
4. Maureen Ferrell, Committee Member
5. Bill Powell, Committee Member
6. Mary Pat Dolan, Board Chairperson & Committee Member ex officio
7. Natasha Thompson, President/CEO & Committee Member ex officio\*

### **Development Committee:**

1. John Bayne, Board Member & Committee Chairperson
2. Jamie Kaffenbarger, Board Member & Committee Vice Chair
3. Alison Wolfe, Board Member
4. Anis Fadul, Board Member
5. Connie Park, Board Member
6. John Alexander, Committee Member
7. Julie Monahan, Committee Member
8. Amanda Smith-Socaris, Committee Member
9. Krista Niles-Updyke, Committee Member
10. Mary Pat Dolan, Board Chairperson & Committee Member ex officio
11. Natasha Thompson, President/CEO & Committee Member ex officio\*
12. Meghan Parsons, Chief Development Officer Member ex officio\*

### **Strategy Committee (Ad-Hoc):**

1. Erin Summerlee, Board Member & Committee Chairperson
2. Kathy Rasmussen, Board Member
3. Andy Fagan, Board Member
4. **Jamila Michener, Board Member**
5. Tess McKinley, Committee Member
6. Mary Pat Dolan, Board Chairperson & Committee Member ex officio
7. Natasha Thompson, President/CEO & Committee Member ex officio\*
8. Randi Quackenbush, Director of Community Impact & Committee Member ex officio\*

### **Facilities Committee (Ad-Hoc)**

1. Mary Pat Dolan, Board Member & Committee Chairperson
2. Peter Dugo, Committee Member
3. Kimberly O'Connor, Committee Member
4. Dan Kazmark, Committee Member
5. Travis Virgadamo, Committee Member
6. Natasha Thompson, President/CEO & Committee Member ex officio\*
7. Erica Loomis, VP of Finance & Administration & Committee Member ex officio \*
8. Dave Patterson, COO & Committee Member ex officio\*

**NOTES:** \* denotes non-voting members

**Updated:** 2/1/2023

**FOOD BANK OF THE SOUTHERN TIER**  
**Board of Directors**  
**Member Contact Information 2022**

In order to update our records, please complete the entire form.

|   |  |                |
|---|--|----------------|
| Name  |  |                |
| Home Address  |  |                |
| City, State, Zip  |  |                |
| Home Phone Number   |  | Primary<br>Y N |
| Home Email  |  | Primary<br>Y N |
| Spouse/Partner Name (if applicable)   |  |                |
|   |  |                |
| Business Name   |  |                |
| Business Address  |  |                |
| Business City, State, Zip   |  |                |
| Business Phone Number   |  | Primary<br>Y N |
| Business Cell Phone Number  |  | Primary<br>Y N |
| Business Email  |  | Primary<br>Y N |
| Job Title (if applicable)   |  |                |
| What is the best way to reach you? (e.g. phone, email, text, Administrative Assistant, other) |  |                |

**FOOD BANK OF THE SOUTHERN TIER**  
**Board Committee Members Profile Worksheet 2022**  
**Expertise/Skills/Personal Data**

| Age     |  |
|---------|--|
| 21-35   |  |
| 36-50   |  |
| 51-65   |  |
| Over 65 |  |

| Gender     |  |
|------------|--|
| Male       |  |
| Female     |  |
| Self/Other |  |

| Race/Ethnicity (Check all that apply to you) |  |
|--|--|
| African American/Black                       |  |
| Asian/Pacific Islander                       |  |
| Caucasian                                    |  |
| Hispanic/Latino                              |  |
| Native American/Indian                       |  |
| Other Race/Ethnicity                         |  |

| Religious Affiliation         |  |
|-------------------------------|--|
| Roman Catholic                |  |
| Other Christian               |  |
| Jewish                        |  |
| Muslim                        |  |
| Hindu                         |  |
| Buddhist                      |  |
| No Affiliation                |  |
| Other (please specify: _____) |  |

| Community & Civic Organizations (Check all that apply to you presently and in the past) |  |
|---|--|
| Faith-Based Organizations (e.g. Knights of Columbus)                                    |  |
| Civic Organizations (e.g. Lions, Rotary, Kiwanis, etc)                                  |  |
| Professional Organizations  |  |
| Local Government  |  |
| Other Boards of Directors (please specify: _____)                                       |  |
| Community Volunteer   |  |
| Other: (please specify: _____)  |  |

| Occupation & Expertise Areas (Check all that apply to you presently and in the past) |  |
|--|--|
| Accounting   |  |
| Administration/Management  |  |
| Banking/Trusts/Investments   |  |

**FOOD BANK OF THE SOUTHERN TIER**  
**Board Committee Members Profile Worksheet 2022**  
**Expertise/Skills/Personal Data**

|   |  |
|---|--|
| Development/Foundation/Fundraising/Philanthropy |  |
| Education                                       |  |
| Financial Management                            |  |
| Food Industry                                   |  |
| Government                                      |  |
| Health  |  |
| Human Resources                                 |  |
| Law/Legal                                       |  |
| Marketing/Public Relations                      |  |
| Physical Plant (e.g. architect, engineer)       |  |
| Real Estate                                     |  |
| Retail/Grocery                                  |  |
| Social Services                                 |  |
| Strategic Planning                              |  |
| Technology                                      |  |
| Other: (please specify: _____)                  |  |

| County Representation (Where you reside) |  |
|--|--|
| Broome                                   |  |
| Chemung                                  |  |
| Schuyler                                 |  |
| Steuben                                  |  |
| Tioga                                    |  |
| Tompkins                                 |  |
| Other: (please specify: _____)           |  |

| FBST BOD/Committee Representation (Check which you now serve on) |  |
|--|--|
| Board of Directors   |  |
| Executive Committee  |  |
| Finance/Audit Committee  |  |
| Nominating & Corporate Governance Committee                      |  |
| Development Committee  |  |
| Advocacy Committee   |  |

Revised February 2021 LED

**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**  
**Confidentiality Policy for Committee Members**

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: \_\_\_\_\_





## CATHOLIC CHARITIES OF THE DIOCESE OF ROCHESTER

### CONFLICT OF INTEREST DISCLOSURE STATEMENT

1

| #  | Question  | Prompt Values     |
|----|---|-------------------|
| 1  | <p>Do you or a Relative have any organizations or businesses where you serve in a fiduciary role (e.g., officer, Director, Committee Member, elected or appointed official, owner) and where the organization's interests may compete or otherwise be in conflict with the interests of the Corporation? And/or, do you or your Relative, have any organizations where you play a leadership role, and where the organization's interests or philosophy may be contrary to the interests or philosophy of the Corporation?</p> <p><b>Note:</b> Members of religious congregations who serve on multiple Catholic Charities of the Diocese of Rochester Boards or who have multiple leadership roles within Catholic Charities of the Diocese of Rochester need not disclose those relationships because it is reasonable to assume a unity of mission throughout Catholic Charities of the Diocese of Rochester entities.</p> | <p>Yes<br/>No</p> |
| 2  | <p>Have you or your Relative (or any business entity related to you or your Relative) held any direct and/or indirect Financial Interests within the past 5 years?</p>  | <p>Yes<br/>No</p> |
| 3  | <p>Are there any individuals that are either your Relatives, or with whom you have a Close Personal Relationship, that you supervise (directly or indirectly) in the Corporation and/or that may serve on the Board of Directors?</p>   | <p>Yes<br/>No</p> |
| 4  | <p>Have you received any substantial gifts, gratuities, favors or entertainment, or has your Relative or any entity related to you or your Relative received any substantial gifts, gratuities, favors or entertainment in the last year that might reasonably be perceived as being given to influence you in the performance of your duties on behalf of the Corporation.</p> <p><b>NOTE:</b> It is not necessary to report gifts, favors or entertainment whose value is less than \$100.</p>  | <p>Yes<br/>No</p> |
| 5  | <p>Do you or a Relative have any other Outside Interests or Outside Activities that could compromise, or appear to compromise, your fiduciary duty of loyalty to the Corporation.</p>   | <p>Yes<br/>No</p> |
| 6  | <p>Have you ever been found guilty after trial, or pleaded guilty, not contest or nolo contendere to a crime (felony or misdemeanor) involving fraud, breach of fiduciary duty or theft, in any court in the past 7 years. And/or, are there any such criminal charges pending against you in any court?</p>  | <p>Yes<br/>No</p> |
| 7  | <p>Please provide an explanation, including the dates, which court, the charge and the outcome.</p>   | <p>(below)</p>    |
| 8  | <p>Have you ever been convicted of a criminal offense related to the provision of health care items or services?</p>  | <p>Yes<br/>No</p> |
| 9  | <p>Please provide an explanation, including the date, which court, the charge and outcome.</p>  | <p>(below)</p>    |
| 10 | <p>Are you currently, or have you ever been, debarred, suspended, excluded or otherwise ineligible to participate in any Federal or State healthcare program?</p>   | <p>Yes<br/>No</p> |

**CONFLICT OF INTEREST DISCLOSURE STATEMENT**  
(continued)

| #  | Question  | Prompt Values |
|----|---|---------------|
| 11 | <p>Pursuant to the Catholic Charities of the Diocese of Rochester policy on Conflicts of Interest and Related Party Transactions, I hereby certify the following:</p> <ul style="list-style-type: none"> <li>• I am an employee with Substantial Influence, Board Member or Committee Member of Catholic Charities of the Diocese of Rochester or one of its regional and/or special services agencies;</li> <li>• I have received, read and understand the Conflict of Interest and Related Party Transactions policy and operating definitions and agree to comply with my obligations under the policy;</li> <li>• I agree to maintain the confidentiality of all matters which are sensitive or proprietary relating to the Corporation or any of its affiliates;</li> <li>• I understand that CCDR and its regional and/or special services agencies are charitable organizations and that in order to maintain their federal tax exemption, they must engage primarily in activities that are charitable in nature and accomplish one or more of their tax-exempt purposes;</li> <li>• On an ongoing basis, I agree to disclose any potential Conflict of Interest that may arise in the course of my official duties on behalf of the Corporation;</li> <li>• I agree to provide all necessary information to enable the Corporation to determine the Materiality of a potential Conflict of Interest. I also agree to assist the Corporation to resolve any potential conflicts.</li> </ul> |               |
|    | <p>By entering my digital signature, I acknowledge that the information provided is true and correct to the best of my knowledge.</p> <p>Signature: _____</p> <p style="text-align: right;">Date _____</p>  |               |
|    | <p>Please enter your <b>First</b> and <b>Last</b> name.</p> <p>First Name: _____ Last Name: _____</p>   |               |
| 12 | <p>Please provide the best phone number to reach you in the event that the Compliance &amp; Ethics Office needs to discuss any of your responses. (This form is submitted to CCDOR)</p> <p>Phone Number: _____</p>  |               |

| # | Additional Narrative |
|---|----------------------|
| 7 |                      |
| 9 |                      |

If you'd like to provide additional information please note it in the space below:

# FOOD BANK OF THE SOUTHERN TIER

## Board and Committee Media Release Form

I consent to and authorize the use and reproduction, in print or electronic format by the Food Bank of the Southern Tier (FBST), and any additional designees/assignees, for uses, including but not limited to broadcasting, direct exhibition, and subsidiary purposes.

I further consent to the use of my name, likeness, pictures, and/or voice with still photographs, slides, transparencies, videotapes, and/or television presentations and other related uses, including oral and written narratives and publicity and promotion, and in all media now known or hereafter devised throughout the world (including, without limitation, the Internet) which will be taken for publicity purpose, without compensation. All images are owned by FBST.

I hereby release the above named organization, their agents, associates, and assignees from any and all claim for damages, invasion of privacy, or any claim based on the use of said material, and I hereby agree to indemnify FBST, Catholic Charities and Feeding America, and hold FBST, Catholic Charities and Feeding America harmless from any claim asserted by and third party relating to or arising out of my participation.

I hereby acknowledge that I am 18 years of age or older and have read and understood the terms of this release.

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

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

**FOOD BANK OF THE SOUTHERN TIER**  
**Board of Directors**  
*New Member Orientation*  
*Tuesday, February 14, 2023*  
**9:00-11:30**

**AGENDA**

|                                    |  |    |
|------------------------------------|--|----|
| I.                                 | Welcome & Introductions                                      | 10 |
| II.                                | Food Banking 101   |    |
|                                    | a. Catholic Charities Overview w/ Karen Dehais               | 5  |
|                                    | b. Food Bank General Overview w/ Natasha Thompson            | 10 |
|                                    | c. Warehouse Operations Overview w/ Dave Patterson           | 10 |
|                                    | d. Community Impact Department Overview w/ Randi Quackenbush | 10 |
| <hr/> <i>10 MINUTE BREAK</i> <hr/> |  |    |
|                                    | e. Development & Community Engagement w/ Meghan Parsons      | 20 |
|                                    | f. Understanding Food Bank Financials w/ Erica Loomis        | 20 |
| III.                               | BOD Member Expectations w/ Joe Thomas                        | 5  |
| IV.                                | Accessing the BOD Portal w/ Kate Paterson                    | 5  |
| V.                                 | Questions & Adjourn  | 5  |

Food Bank of the Southern Tier: 2022 Board of Directors and Committee Attendance Statistics

Board of Directors

| Member             | Feb 17 | May 19 | Jun 9 | Sept 15 | Nov 17 | %    |
|--------------------|--------|--------|-------|---------|--------|------|
| Joe Thomas         | 1      | 1      | 1     | 1       | 1      | 100% |
| Mary Pat Dolan     | 1      | 0      | 1     | 1       | 1      | 100% |
| Alison Wolfe       | 1      | 1      | 1     | 1       | 1      | 100% |
| Sharon Matteson    | 1      | 1      | 1     | 1       | 1      | 100% |
| Erin Summerlee     | 1      | 1      | 1     | 1       | 1      | 100% |
| Marty Heysham      | 1      | 1      | 1     | 1       | 1      | 100% |
| Fred Van Sickle    | 1      | 1      | 1     | 1       | 1      | 100% |
| Kathleen Rasmussen | 1      | 1      | 1     | 1       | 1      | 100% |
| Andy Fagan         | 1      | 1      | 1     | 1       | 1      | 100% |
| Jamie Kaffenbarger | 1      | 1      | 1     | 1       | 1      | 100% |
| Tricia Khan        | 1      | 1      | 1     | 1       | 1      | 100% |
| Connie Park        | 1      | 1      | 1     | 1       | 1      | 100% |
| John Bayne         | 1      | 1      | 1     | 1       | 0      | 80%  |
| Steve Hoyt         | 1      | 1      | 1     | 0       | 1      | 80%  |
| Anis Fadul         | 1      | 1      | 1     | 0       | 1      | 80%  |
| Karl Krebs         | 0      | 1      | 1     | 1       | 0      | 60%  |
| Jessica Renner     | 1      | 0      | 0     | 1       | 0      | 40%  |
|                    | 16     | 15     | 16    | 15      | 14     |      |

Executive Committee

| Member         | Jan 11 | Feb 8 | Mar 8 | Apr 12 | May 10 | May 31 | Aug 2 | Sep 7 | Oct 11 | Nov 8 | Dec 7 | %    |
|----------------|--------|-------|-------|--------|--------|--------|-------|-------|--------|-------|-------|------|
| Joe Thomas     | 1      | 1     | 1     | 1      | 1      | 1      | 1     | 1     | 1      | 1     | 1     | 100% |
| Steve Hoyt     | 1      | 1     | 1     | 1      | 1      | 1      | 1     | 1     | 1      | 1     | 1     | 100% |
| Jessica Renner | 1      | 1     | 0     | 1      | 1      | 1      | 1     | 1     | 1      | 1     | 1     | 91%  |
| Mary Pat Dolan | 1      | 1     | 1     | 0      | 1      | 1      | 1     | 1     | 1      | 1     | 0     | 82%  |
| Karen Dehais   | 1      | 1     | 1     | 0      | 1      | 1      | 0     | 1     | 0      | 1     | 0     | 64%  |
|                | 5      | 5     | 4     | 3      | 5      | 5      | 4     | 5     | 4      | 5     | 3     |      |

Finance/Audit Committee

| Member           | Feb 1 | May 3 | Sep 13 | Nov 15 | %    |
|------------------|-------|-------|--------|--------|------|
| Karen Owen       | 1     | 1     | 1      | 1      | 100% |
| Tricia Khan      | 1     | 1     | 1      | 1      | 100% |
| Dick Pirozzolo   | 1     | 1     | 1      | 1      | 100% |
| Karl Krebs       | 1     | 1     | 1      | 1      | 100% |
| Linda Bruckner   | 1     | 1     | 1      | 1      | 100% |
| Shannon Matteson | 1     | 1     | 1      | 1      | 100% |
| Meghan Rose      | 1     | 1     | 0      | 1      | 75%  |
| Joe Thomas       | 1     | 1     | 0      | 1      | 75%  |
| Steve Hoyt       | 0     | 1     | 0      | 1      | 50%  |
|                  | 8     | 9     | 6      | 9      |      |

Development Committee

| Member               | Feb 4 | May 6 | Oct 28 | %    |
|----------------------|-------|-------|--------|------|
| John Bayne           | 1     | 1     | 1      | 100% |
| Joe Thomas           | 1     | 1     | 1      | 100% |
| Alison Wolfe         | 1     | 1     | 1      | 100% |
| Jamie Kaffenbarger   | 1     | 1     | 1      | 100% |
| Dave Radin           | 1     | 1     | 0      | 67%  |
| Julie Monahan        | 0     | 1     | 1      | 67%  |
| Amanda Smith-Socaris | 1     | 0     | 1      | 67%  |
| Krista Niles-Updyke  | 1     | 1     | 0      | 67%  |
| Connie Park          | 0     | 1     | 1      | 67%  |
| John Alexander       | 1     | 0     | 0      | 33%  |
| Anis Fadul           | 0     | 0     | 1      | 33%  |
|                      | 8     | 8     | 8      |      |

Nominating & Corporate Governance Committee

| Member          | Feb 2 | Mar 30 | Jun 1 | Aug 26 | Oct 6 | Dec 1 | %    |
|-----------------|-------|--------|-------|--------|-------|-------|------|
| Joe Thomas      | 1     | 1      | 1     | 1      | 1     | 1     | 100% |
| Fred Van Sickle | 1     | 1      | 1     | 1      | 1     | 1     | 100% |
| Maureen Ferrell | 1     | 1      | 1     | 1      | 1     | 1     | 100% |
| Mary Pat Dolan  | 1     | 1      | 1     | 1      | 1     | 1     | 100% |
| Marty Heysham   | 1     | 1      | 1     | 1      | 0     | 1     | 83%  |
| Alison Wolfe    | 0     | 1      | 1     | 1      | 1     | 1     | 83%  |
| Bill Powell     | 0     | 1      | 0     | 0      | 1     | x     | 40%  |
|                 | 5     | 6      | 6     | 6      | 5     | 6     |      |

Ad Hoc Strategy Committee

| Member          | Mar 10 | May 4 | Jun 30 | Aug 22 | Oct 24 | %    |
|-----------------|--------|-------|--------|--------|--------|------|
| Kathy Rasmussen | 1      | 1     | 1      | 1      | 1      | 100% |
| Andy Fagan      | 1      | 1     | 1      | 1      | 1      | 100% |
| Jamila Michener | 1      | 1     | 1      | 1      | 1      | 100% |
| Erin Summerlee  | 1      | 1     | 1      | 0      | 1      | 80%  |
| Tess McKinley   | 1      | 1     | 1      | 0      | 1      | 80%  |
| Joe Thomas      | 0      | 0     | 1      | 1      | 1      | 60%  |
|                 | 4      | 4     | 5      | 3      | 5      |      |

Ad Hoc Facilities Committee

| Member            | Mar 11 | Apr 15 | Jun 17 | Aug 19 | Oct 7 | %    |
|-------------------|--------|--------|--------|--------|-------|------|
| Mary Pat Dolan    | 1      | 1      | 1      | 1      | 1     | 100% |
| Peter Dugo        | 1      | 1      | 1      | 1      | 1     | 100% |
| Kimberly O'Connor | 1      | 1      | 1      | 1      | 1     | 100% |
| Travis Virgadamo  | 1      | 1      | 1      | 1      | 1     | 100% |
| Dan Kazmark       | 1      | 1      | 0      | 1      | 0     | 60%  |
| Joe Thomas        | 0      | 1      | 0      | 1      | 1     | 60%  |
|                   | 5      | 6      | 4      | 6      | 5     |      |