



Nominating & Corporate Governance Committee Meeting  
June 1, 2023  
8:30-9:30 am (via Zoom)

**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	Alison Wolfe		2
3. Approval of April 6, 2023 & May 9, 2023 Minutes	Fred Van Sickle	Approve	1
4. Check-in	Fred Van Sickle		10
5. BOD solicitation plan	Andy Fagan/Meghan Parsons	Discuss	10
6. Board Volunteer Day	Andy Fagan	Discuss	5
7. Recruitment Spreadsheet Review	Fred Van Sickle	Discuss	20
8. Annual Reviews Operating Policies Committee Descriptions	Fred Van Sickle	Discuss	10
9. Next Steps			

**Next Meeting**  
**August 3, 2023**  
**8:30-9:30 AM**

**Opening Prayer/Poem/Positivity:**  
**RSVP to [kate.paterson@foodbankst.org](mailto:kate.paterson@foodbankst.org)**

Nominating and Corporate Governance Committee  
 April 6, 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	
Mary Jane Bray	X	

**1. Welcome and Call to Order:**

Chairperson Fred Van Sickle called the meeting to order at 8:33 am.

**2. Opening Prayer/Poem/Positivity:**

Marty Heysham shared the poem “We Thank Thee” by Ralph Waldo Emerson.

**3. Approval of February 9, 2023, Minutes:**

Maureen Ferrell noted the incorrect title of “chairman” used in the February minutes. Title to be changed to “chairperson”.

*Maureen Ferrell made a motion to approve the February 2023 minutes with the above correction. All were in favor. None opposed.*

**4. BOD Solicitation Process/Policy**

Mary Jane Bray presented the proposed Board Member Solicitation Process endorsed by the Development Committee. The goal is to ensure annual donations by all board members to support a philosophy of annual giving to the Food Bank and to help reach annual fundraising goals. Board donation participation is recorded in the statistics for charity ranking sites.

The Board chair will also ask committee members to donate any amount that they are comfortable with. Meghan and Mary Jane would schedule meetings with BOD and Committee members to discuss their giving plans until 100% participation is achieved. In terms of timing, the goal would be to have each member either make a gift or commit to one by the end of Q1. It is important to communicate that the expectation is to donate an amount that is meaningful within the person’s context. The Committee agreed to take out the last section and make that information part of a conversation to make the giving level expectations clear.

It was noted that of the past four years, only two years enjoyed 100% participation.

The consensus was that participation is important and that all gifts should be respected and appreciated. All wanted to find out Board Chair Mary Pat Dolan’s thoughts about the Policy before moving forward. If Mary Pat approves it, then take the Policy to the Full Board.

**5. Review BOD Exit Interviews**

Fred conducted exit interviews with Connie Park and Jessica Renner. Both were very positive about the Food Bank. One mentioned the challenge of a CEO succession. Neither suggested any changes to current practices.

**6. BOD Recruitment**

The Committee reviewed the terms of current BOD members. Steve Hoyt and Joe Thomas term out in February 2024. Shannon Matteson and Karl Krebs term out for their second terms in February 2024, Fred plans to reup for a second term. With two recent resignations, the Board has openings. The Committee needs to fill any expertise gaps in the profile matrix. Focus on the diversity of the Board of all kinds including County. Andy will represent Tioga when he’s back on the Board and will try to think of other possibilities.

**7. Next Steps**

Andy reached out to Georgia Verdier and is waiting to hear back. He will let the committee know when he hears anything.

Meeting adjourned at 9:27 am.

Action Items	Responsible	Due Date
Research potential BOD members from Schuyler and Broome Counties	Kate	
Ask about possible BOD members from Cargill employees	Mary Jane	
BOD Directors’ Manual – find and distribute to Committee	Kate	
Add review of BOD Candidates worksheet to June agenda	Fred/Andy	
Send draft of Solicitation Policy to Mary Pat Dolan for her approval	Mary Jane	
Report back to Committee and communication with Georgia Verdier	Andy	

Minutes respectfully submitted,

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

Nominating and Corporate Governance Committee  
Special Meeting  
May 9, 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	

**1. Welcome and Call to Order**

Chairman Fred Van Sickle called the meeting to order at 8:31 am.

Mary Pat Fred and Joe realized that some long-term board members will be terming out shortly. Including Joe and Steve Hoyt. Steve will term out at the end of this year. Transition to a new CEO, conversation with DOR. Board composition, we have an awful lot of very busy people on the Board, not many retired people. The three of them crafted these resolutions. Asking to suspend By-laws for one year to allow Steve to assume the chair role despite the fact that he is timing out.

Would like to also invite an additional board member to participate in Executive Committee meetings until the annual BOD meeting in February 2024. Strategic issues for the Board to handle are coming up. Mary Pat contacted John Bayne and he is willing to join the Executive Committee.

The Committee reviewed the following motions and discussion points sent via email to the Committee members prior to the meeting:

**Draft Motions, N&CG Committee – as of May 5, 2023**

**Background:** Transitions are a critical time in any organization, and Board leadership is expected to play key roles in supporting a new CEO, as well as providing leadership and continuity to the Board. The Food Bank has a very strong board, but several of its members, who would take on leadership positions, have personal and professional obligations which make moves into leadership positions impossible at this time.

We believe it is in the best interest of the Food Bank to suspend the by-laws for a one-year period to enable Steve Hoyt, who has been an active member of the Board for nine years, leader of the Finance Committee, and member of the Executive Committee, to lead the Food Bank Board through the upcoming transition year of 2/2024 to 2/2025. This will also allow the Nominating and Corporate Governance Committee to identify and put in place new leadership upon completion of Steve's term.

**Motion 1:** The N&CG Committee recommends to the Board of Directors that they suspend the applicable section of the by-Laws to allow Steve Hoyt to extend his third term for one year so that he can serve as chair for 2024-2025.

Discussion:

1. It is our practice and common with other boards to have a vice chair become chair after a chair's term ends.
2. Several other charitable organizations have by-laws that allow someone to extend their term on the board to complete a planned term as an officer.
3. The motion is to suspend the by-laws in this case, not change the by-laws permanently.
4. At least one other charitable organization that we know of has used this approach, to suspend by-laws in one case.
5. If N&CG approves, the motion will be modified to be a motion of the FBST BOD, voted on by the board, and sent to CCDOR for review.

**Motion 2:** The N&CG Committee recommends a sense of the board motion to allow the Executive Committee to invite an additional board member to participate in Executive Committee meetings until the annual BOD meeting in February 2024.

Discussion:

1. This is a sense of the board motion. The EC is allowed to have guests at any time. Still, it seems appropriate to ask the Board's advice.
2. The purpose is to include one more member of the FBST BOD in meetings this year. We will have a new CEO to onboard, and we are discussing important issues related to our structure. Another EC member with time left on term limits can provide continuity.
3. If N&CG approves, the motion will be modified to be a motion of the FBST BOD, voted on by the board, and sent to CCDOR for review.

Concerning Motion 1, Maureen suggested adding the language that the motion only applies to the relevant by-laws.

*Joe Thomas made a motion to approve Motion 1 with revisions suggested by Maureen Ferrell.  
Maureen Ferrell seconded. All were in favor. None opposed.*

*Joe Thomas made a motion to approve Motion 2. Marty Heysham seconded.  
All were in favor. None opposed.*

The meeting adjourned at 8:43 am.

*Minutes respectfully submitted,*

*Kate Paterson  
Executive Assistant to the President/CEO*