

**Nominating & Corporate Governance Committee Meeting**  
April 23, 2024  
8:30 am–9:30 am (via Zoom)



**AGENDA**

<b>TOPIC</b>	<b>FACILITATOR</b>	<b>ACTION</b>	<b>TIME</b>
1. Welcome & Call to Order	Krista Niles-Updyke		2
2. Opening Prayer/Poem/Positivity	Marty Heysham		2
3. Approval of January 12, 2024 Minutes	Krista Niles-Updyke	Approve	1
4. Check-in	Krista Niles-Updyke		5
5. Possible New Board/Committee Members	Mark Bordeau	Discuss/Vote	10
<ul style="list-style-type: none"><li>• Deborah Woglom for BOD</li><li>• Nigar Hale for Development Committee</li></ul>			
6. Board Recruitment for 2025	Krista Niles-Updyke	Discuss	15
<ul style="list-style-type: none"><li>• Review Board Profile Matrix</li></ul>			
7. 2023 Board Self-Assessment Results	Krista Niles-Updyke	Discuss	10
8. Other	Krista Niles-Updyke	Discuss	5

**Next Meeting:**

Thursday, August 4, 2024

8:30 am – 9:30 am

Opening Prayer/Poem/Positivity: Maureen Ferrell

RSVP to Kate Paterson at [kate.paterson@foodbankst.org](mailto:kate.paterson@foodbankst.org)

## Nominating and Corporate Governance Committee

January 12, 2024  
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>		
Mark Bordeau	X	
<b>Staff</b>		
Kate Paterson	X	

- Welcome:** Chairperson Fred Van Sickle called the meeting to order at 8:30 am.
- Opening Prayer:** Joe Thomas shared the Cherokee legend of the two wolves.
- Approval of November 8, 2023 Minutes**

*Joe Thomas made a motion to approve the November 8, 2023 minutes.  
All were in favor. None opposed. Motion passed.*

#### 4. 2024 Committee Members

Fred offered to continue with the Nominating and Corporate Governance Committee. Krista Niles-Updyke is willing to move back to Finance/Audit for some amount of time to help with the balance, but not as a permanent change. Mark envisions the Ad hoc Facilities Committee sunsetting by the end of the year as the project is done in April/May. There will be discussion with the BOD as we do SIF project analysis to perhaps make the Strategy Committee permanent but for strategic development and planning. No other Board members expressed interest in changing committees. Mark will see if Amanda Smith-Socarlis is willing to join Nominating and Corporate Governance.

The Treasurer and Finance Committee vacancies were discussed. Shannon has resigned as Treasurer and will be leaving the Board at the end of Q1. The Finance Committee is down to two Board members. It is possible that Jamie or Bob Libby could take over as Finance Chair in a year. Shannon and Mary Pat talked, and Shannon said she still wants to be involved. She hasn't sent in a formal resignation. Mark or Mary Pat will reach out to her for clarification. Current Finance Committee members who could be asked to join the Board were discussed. Mark will reach out to Linda Bruckner

The expectation is that all Board members are on at least one committee, though that is not intended to be a limit. That needs to be made clear when recruiting. Fred reached out Jamie Kaffenbarger to see if he would be willing to serve as Treasurer and found out that he is unwilling to do it with the settlement unresolved. He may even resign as a BOD member. Mary Pat had mentioned Anis as an option. Bob

Libby is qualified so we will gauge for a possible 2025 Board position in the fall. Krista could chair Finance, with the expectation of a succession plan.

**5. Policy Review**

Mark has reviewed all policies and reported to the Committee that he recommended a few minor changes and grammatical fixes. Mark recommended approving the policies so they could move forward to the full Board.

*Maureen Ferrell made a motion to recommend the policy updates suggested by Mark Bordeau to the Full Board. All were in favor. None opposed. Motion passed.*

**6. Review Self Evaluation/Board Self-Assessment**

The self-assessment from 2020 was reviewed. The Board Self-assessment should be done every two years. Mary Pat needs to send this out to get it administered this month. The Committee reviewed each question. Q2 was felt to be too complicated. It was agreed to drop Q9. Mark will follow up with Mary Pat to facilitate the assessment and will strive for 100% Board participation.

**7. Board Orientation Date/Structure**

The Board Orientation will be for Krista and Amanda. Krista felt that the content and timing used for the 2023 orientation was appropriate.

**8. BOD Recruitment**

The committee considered Barrett Brenton for the Board. He is at Binghamton University and has worked for many years in food justice and civic engagement. Mark felt he would be good fit for the Strategy Committee. The committee felt he would be an excellent fit for the FBST Board.

*Maureen Ferrell made a motion to recommend Linda Bruckner and Barrett Brenton as FBST Board Members. All were in favor. None opposed. Motion passed.*

After discussion, the next N&CG meeting will be moved from April 4<sup>th</sup> to April 23<sup>rd</sup>.

Action Items	Responsible	Due Date
Add Fred Van Sickle back to N&CG list	Kate	1/16/2024
Move Krista Niles-Updyke from Development Com to Finance Committee	Kate	1/16/2024
Check with Mary Pat re: Alison Wolfe’s inclusion in meetings about FBST’s relationship with CCDOR	Joe	1/17/2024
Craft position statement for Alison Wolfe’s meeting with Bishop	As needed	
Include Kathy Rasmussen on future FBST/CCDOR discussions/meetings	Mary Pat/Mark	1/19/2024
Reach out to Shannon Matteson for clarity on future with FBST BOD	Mark	1/17/2024
Follow up with Amanda Smith-Socarlis about joining N&CG Committee	Mark	1/17/2024
Follow up with Mary Pat about facilitating the BOD Self-Assessment	Mark	1/19/2024

**Next Meeting:**

Tuesday, April 23, 2024

8:30 am – 9:30 am

Opening Prayer/Poem/Positivity: Marty Heysham

RSVP to Kate Paterson at [kate.paterson@foodbankst.org](mailto:kate.paterson@foodbankst.org)

*Minutes respectfully submitted,*

*Kate Paterson*

*Executive Assistant to the President/CEO*



**Food Bank of the Southern Tier Prospective Board Member Information**

**Date** \_\_\_\_\_

**Name** \_\_\_\_\_  
First MI Last

Address \_\_\_\_\_

Phone \_\_\_\_\_ E-mail \_\_\_\_\_

**Employer Name** \_\_\_\_\_

Your title \_\_\_\_\_

Address \_\_\_\_\_

Phone \_\_\_\_\_ E-mail \_\_\_\_\_

Type of business or organization \_\_\_\_\_

Primary service(s) and area/population served \_\_\_\_\_

Preferred method of contact ( ) Work ( ) Residence

**Education/Training/Certificates**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Please list boards and committees that you serve on, or have served on in the past:**  
(Business, civic, community, fraternal, political, professional, recreational, religious, and social).

Organization	Role/Title	Dates of Service
_____	_____	_____
_____	_____	_____
_____	_____	_____

**How did you learn about the Food Bank of the Southern Tier?**

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**How would the Food Bank benefit from your involvement on the Board?**

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**Skills, experience and interests (Please mark with an "x" all that apply)**

- |  |   |
|--|---|
| <input type="checkbox"/> Finance/Accounting              | <input type="checkbox"/> Education/Instruction        |
| <input type="checkbox"/> Personnel/Human Resources       | <input type="checkbox"/> Special Events               |
| <input type="checkbox"/> Administration/Management       | <input type="checkbox"/> Grant Writing                |
| <input type="checkbox"/> Nonprofit Experience            | <input type="checkbox"/> Fundraising                  |
| <input type="checkbox"/> Community Service               | <input type="checkbox"/> Outreach/Advocacy            |
| <input type="checkbox"/> Policy Development              | <input type="checkbox"/> Legal                        |
| <input type="checkbox"/> Program Evaluation              | <input type="checkbox"/> Government/Municipal Service |
| <input type="checkbox"/> Public Relations/Communications | <input type="checkbox"/> Other _____                  |

**Why are you interested in joining the Food Bank's Board of Directors?**

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**Please tell us anything else you would like to share:**

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**Do you have any questions about the Food Bank of the Southern Tier or Board membership?**

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**If available, please attach your resume or a brief biographical statement and return this form by mail, e-mail or in person at the Food Bank address noted on Page 1.**

**Thank you very much for your interest in the Food Bank of the Southern Tier!**

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**Deborah Woglom**  
**1902 Wood Lane**  
**Corning, NY 14830**  
**(607) 962-4297 or (607) 346-1958 (cell)**  
[dwoglom@elmira.edu](mailto:dwoglom@elmira.edu)  
[debbywoglom@gmail.com](mailto:debbywoglom@gmail.com)

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**Education:** MPH, University of North Carolina-Chapel Hill, 2023  
MS Nursing, SUNY Binghamton, 1990  
BSN, University of Delaware, 1982

**Experience:**

1995-present	Elmira College, Department of Nursing, Adjunct Faculty, Elmira, NY Current Courses (Lead faculty) Health Assessment (1994-present) Pathophysiology/Pharmacology (2010- present) Professional Seminar (2012-present) Critical Thinking (2015-2019) Global Humanitarian Issues (2011-present) Community Nursing Clinical Faculty (1999, 2018-present) Previous Courses (Course Coordinator/Clinical) Pediatrics (2 semesters) Med/Surg (1 semester) ICU/OB (1 semester)
2002-2007	Corning Community College, Adjunct Professor, Corning, NY Courses Taught: Issues and Perspectives in Nursing Human Sexuality
1987-1988	Staff Nurse in ICU, Arnot Ogden Medical Center Elmira, NY
1986-1987	Staff Nurse, Professional Home Health Care, Inc., Newark, DE
1982-1987	Assistant Head Nurse/Staff Nurse, MICU Medical Center of Delaware Wilmington, DE
1981-1982	Nurses Aide, Medical Center of Delaware (General Division) Wilmington, DE
Summer 1981	Nurses Aide, St. Thomas Hospital St. Thomas, US Virgin Islands
1979-1981	Unit Clerk, Medical Center of Delaware (General Division) Wilmington, DE

**Professional  
Affiliations:**

Sigma Theta Tau International (1977-present)  
Alpha Sigma Lambda (Inducted 2013)

**Leadership  
Projects**

New York Hope Disaster Simulation Exercise (2016-present)  
Created a 4-day full immersion disaster training exercise for college/university students in conjunction with the Consortium for Humanitarian Service Education. This exercise is run yearly at the State Preparedness Training Center in Oriskany, NY with approximately 50 participants, over 50 volunteer staff and a wide variety of community partners.

Elmira Family Resource Center (2016-2018)  
Coordinated a team of dedicated community leaders/volunteers to create from the ground up, a Family Resource Center to serve families in the greater Elmira Community.

**Volunteer  
Service:**

Consortium for Humanitarian Service Education (2014-present)  
Board Member (2018-present)  
Exercise Director NY Hope (2016-present)  
Exercise Staff Atlantic Hope/Missouri Hope/Florida (2014-present)

Medical Reserve Corps (2018-present)  
Chemung County, Monroe County, Schuyler County, Steuben County, Yates County, Member ServNY  
COVID volunteer (case investigation/vaccinator)

Wineglass Marathon Volunteer (1998-present)  
Coordinate Mile #23 water stop for over 50 volunteers

Family Service Society, Inc., Board Member (1994-2020)  
Board Chair (3 years), PR/Marketing: Chair,  
Nominating Committee

American Red Cross (Corning/Greater Steuben/Finger Lakes Chapter)  
Board Member (1994-2019: one year off rotation every 6 years)  
Board Chair: 2004-2006, 2016-2019  
Committees: Youth: Chair, International Services: Chair,  
Nominating, Personnel, Strategic Planning  
Disaster Volunteer: Disaster Health Services, 2018-present  
International Humanitarian Law Instructor, 2012-present

All Saints Academy  
School Committee Member (Chair: 3 years)  
PSA Member (Chair: 5 years)  
Created School Newsletter (10 years)  
Coordinated Annual Variety Show (19 years)  
Coordinated Middle School Enrichment Program (5 years)  
Fundraising Chair (many over 19 years)

All Saints Parish  
Youth Ministry (Volunteer: liturgy, retreats)  
Youth Ministry Board (Chair: 3 years)  
Parish Council Representative



Health Ministry of the Southern Tier  
Board Member (2012-2018)  
Volunteer Clinic Nurse (2013-2017)  
Corning East High  
PTA President (2 years), Secretary (1 year)  
Reflections Chair, Health and Safety Committee Chair  
Corning-Painted Post PTA Council Member  
Secretary (2 years)  
Health and Safety Chair

**Mission Work:** Mission Trip to Lares, Puerto Rico 2019  
Helping Hands and Beyond Mission to Haiti 2017  
Mission trip to Grenada 2017  
Helping Hands and Beyond Mission to Haiti 2016  
Life Tree Mission to Ponce, Puerto Rico 2016 (trip nurse)  
Helping Hands and Beyond Mission to Haiti 2015  
Life Tree Mission to Ponce, Puerto Rico 2015 (trip nurse)  
Helping Hands and Beyond Mission to Haiti 2014  
Helping Hands and Beyond Mission to Haiti 2012

**Certifications:** JHU COVID-19 Contact Tracing Course (5/20)  
Soft Skills for Crisis Managers, Disaster Ready (5/19)  
EdX/Harvard Humanitarian Response in Conflict and Disaster (2017)  
Disaster Health Services, Administering a Small Disaster  
Sheltering Fundamentals-current  
Disaster Health Services- various course/certifications -current  
Certified in Missing Maps (2019)  
Red Cross Basic Aid Training Instructor  
Red Cross Babysitting Course Instructor  
Nationally Certified International Humanitarian Law Instructor-current  
American Heart Association CPR certified - current  
Red Cross CAS certified -current

**Awards/  
Recognitions:** Nightingala Award– 2019  
Professional Nurses of the Twin Tiers: Excellence in Nursing Award– 2015  
Elmira College: Undergraduate Excellence in Teaching Award- 2013  
All Saints Academy: Seton Newmann Award- 2010  
Cynthia Wedel Award/Red Cross- 2008-2009  
Greater Steuben Chapter/Red Cross: Spirit of Humanity Award- 2008  
Corning Kiwanis Club: Everyday Hero Award- 2008  
Rho Gamma Chapter STT: Community Volunteerism Award- 2007  
Greater Steuben Chapter/Red Cross: Macbeth Award- 2002

**Food Bank of the Southern Tier**  
**2024 Board & Committee Member Profile Worksheet**  
**Expertise /Skills/Personal Data**  
**# of Responses -- 15**

<b>Age</b>	<b>Total</b>	<b>%</b>
21-35	1	7%
36-50	4	27%
51-65	8	53%
Over 65	2	13%
Prefer to not answer		

<b>Gender</b>	<b>Total</b>	<b>%</b>
Male	7	47%
Female	8	53%
Self/other		

<b>Race/Ethnicity</b>	<b>Total</b>	<b>%</b>
African American/Black	1	7%
Asian/Pacific Islander	0	
Caucasian	13.5	90%
Hispanic/Latino	.5	3%
American Indian/Indigenous	0	
Other Race/Ethnicity		
Prefer to not answer		

<b>Religious Affiliation</b>	<b>Total</b>	<b>%</b>
Roman Catholic	2	13%
Other Christian	6	40%
Jewish	0	
Muslim	0	
Hindu	0	
Buddhist	0	
No Affiliation	5	33%
Other	2	13%
Prefer to not answer		

<b>Community &amp; Civic Organizations</b>	<b>Total</b>	<b>%</b>
Faith Based Organizations	2	13%
Civic Organizations	2	13%
Professional Organizations	8	53%
Local Government	2	13%
Other Boards of Directors	11	73%
Community Volunteer	5	33%
Other		

<b>Occupation Areas &amp; Expertise Areas</b>	<b>Total</b>	<b>%</b>
Accounting	2	13%
Administration/Management	12	80%
Banking/Trusts/Investments	1	7%
Development/Foundation/Fundraising/Philanthropy	3	20%
Education	5	33%
Financial Management	3	20%
Food Industry	3	20%
Government		
Health	5	33%
Human Resources	2	13%
Law/Legal	1	7%
Marketing /Public Relations	1	7%
Physical Plant		
Real Estate	1	7%
Retail/Grocery	1	7%
Social Services	2	13%
Strategic Planning	7	47%
Technology	2	13%
Other		

### **County Representation**

Broome	2	13%
Chemung	3	20%
Schuyler	0	0%
Steuben	3	20%
Tioga	1	7%
Tompkins	6	40%
Other		

### **FBST BOD/Committee Representation**

Board of Directors	15	100%
Executive Committee	4	27%
Finance/Audit Committee	2	13%
N&CG Committee	5	33%
Development Committee	5	33%
Strategy Committee	4	27%
Facilities	1	7%

# 2024 FBST Board Self-Assessment

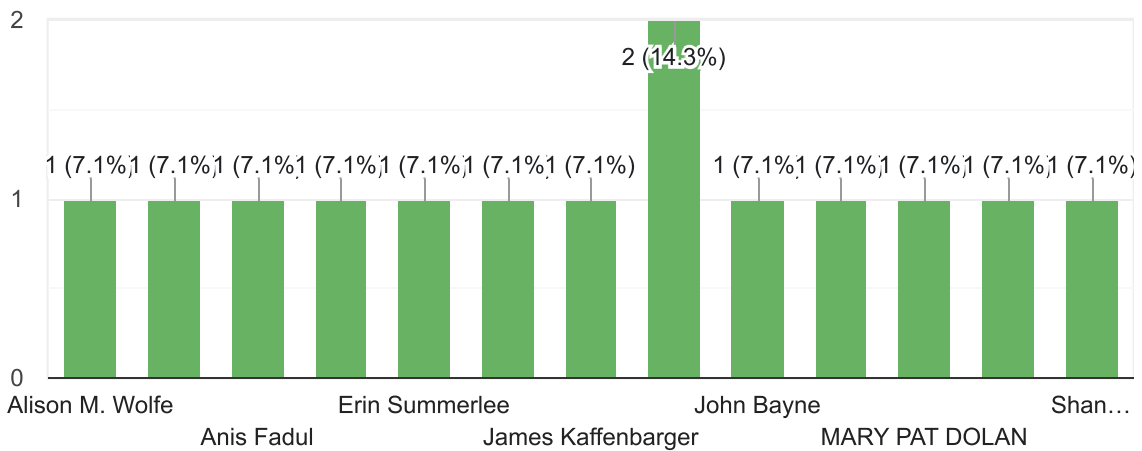
14 responses

[Publish analytics](#)

Your Name:

 Copy

14 responses

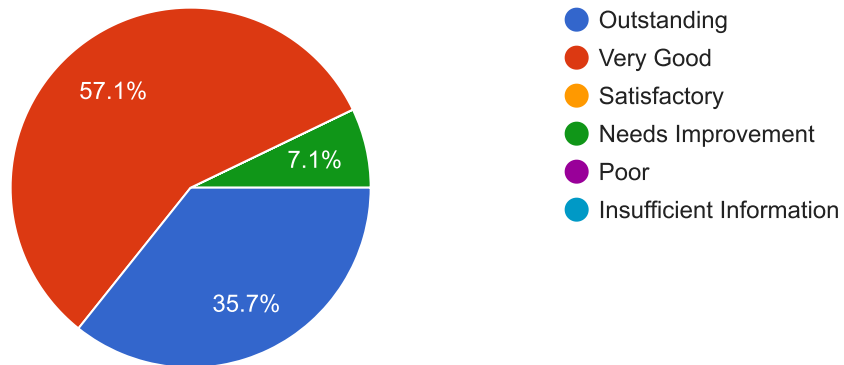


## OVERALL BOARD PERFORMANCE AND STRUCTURE



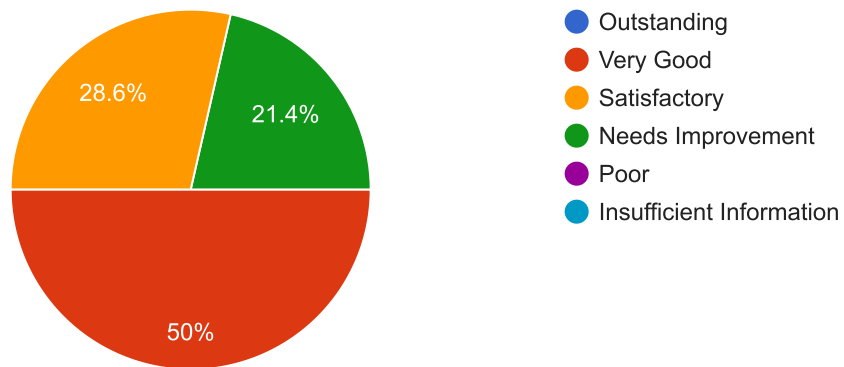
I understand the strategic vision for the organization.

14 responses



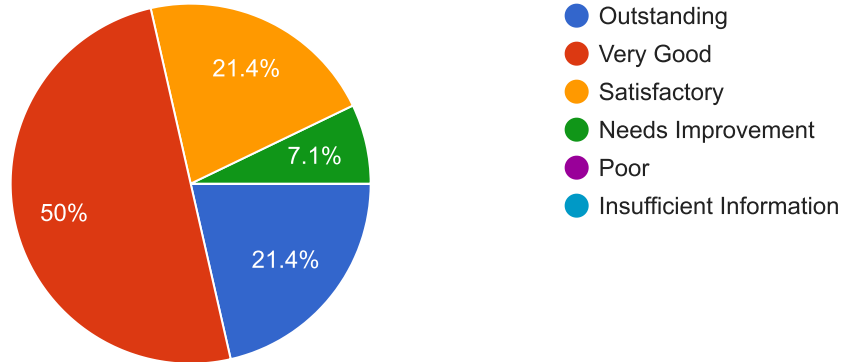
The Board reflects the diversity of people in our community and includes members with different backgrounds and experiences.

14 responses



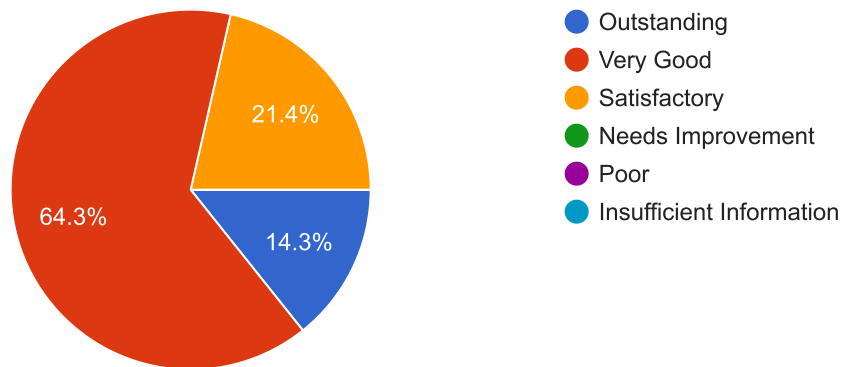
I am provided sufficient information and updates regarding the Board's policies, procedures and by-laws.

14 responses



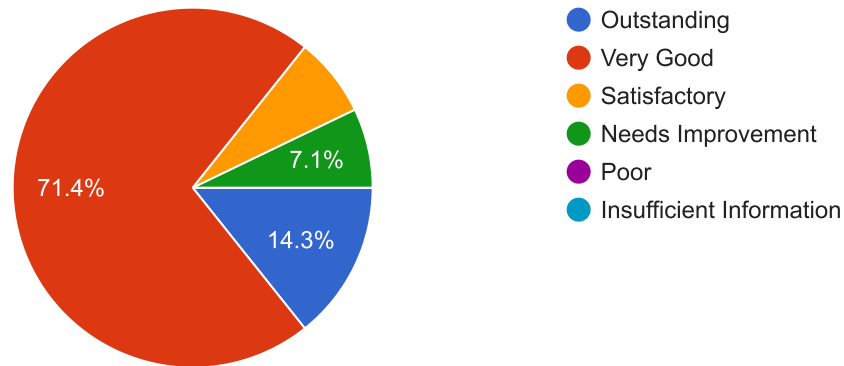
The Board's decision-making process is consistent and organized.

14 responses



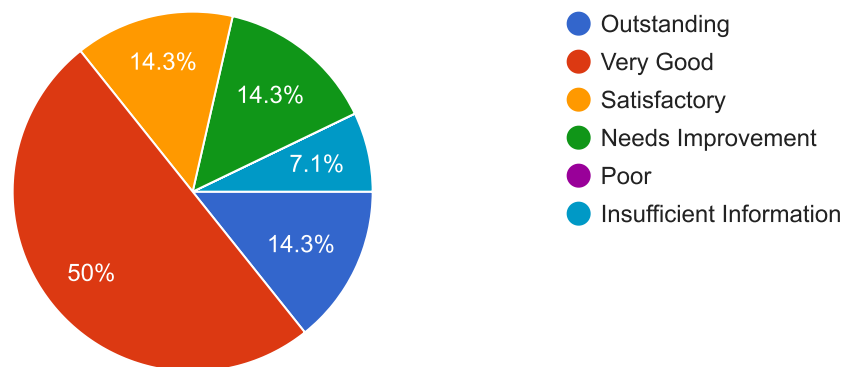
### Decisions are made at the appropriate level (Board vs. President/CEO and/or Staff levels)

14 responses



### The process for evaluating the President/CEO is transparent and fair.

14 responses



### Comments:

2 responses

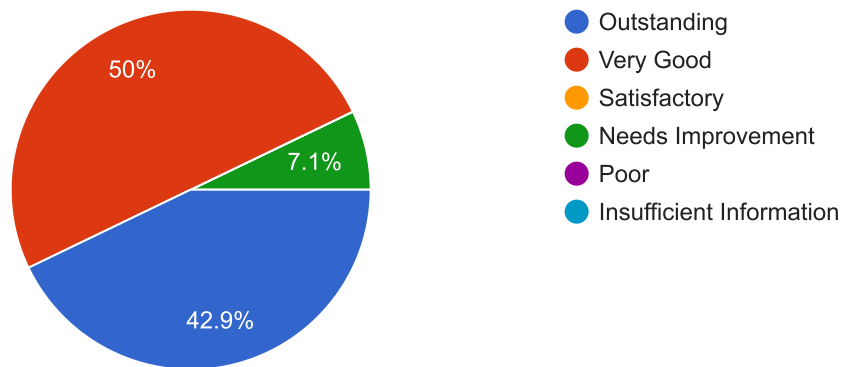
Strategic process continues to remain in progress at upper level which adds confusion at FBST level.

The weight of the CCDOR relationship greatly impacts all of my answers. For instances, the strategic vision of the FBST cannot be determined until the CCDOR relationship is settled. Are we running the FBST or is the CCDOR.



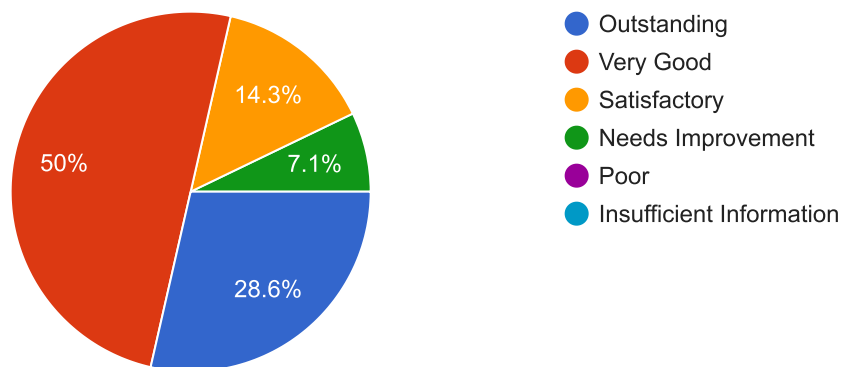
The Board receives regular reports from each of the committees.

14 responses



Board meetings are structured to honor the work done in committees, have a well-defined agenda, and include sufficient time for full Board discussion of key issues.

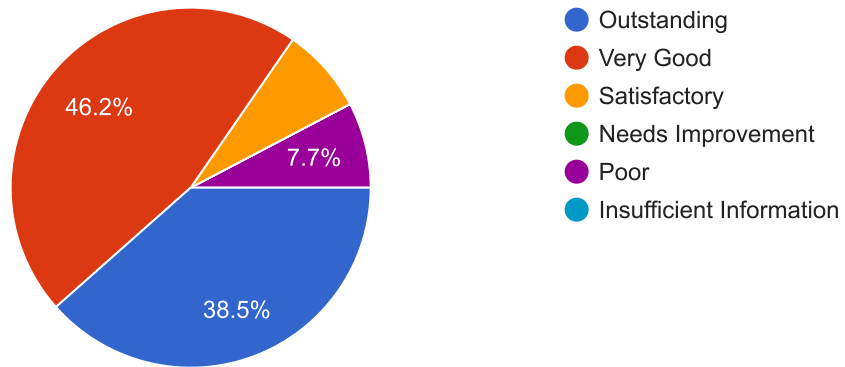
14 responses





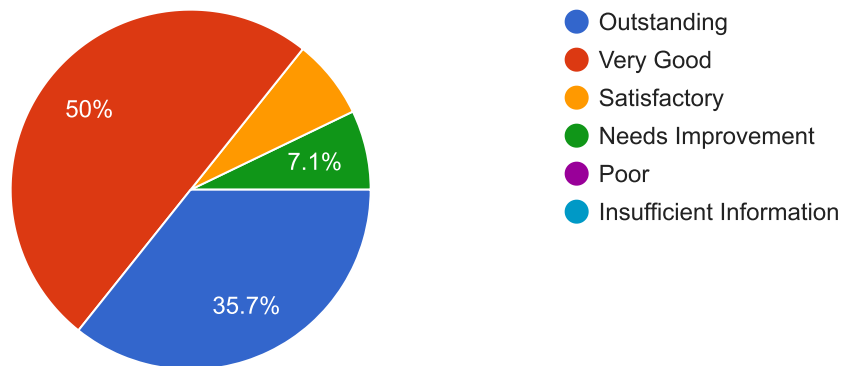
### Meeting materials are available well in advance of Board meetings.

13 responses



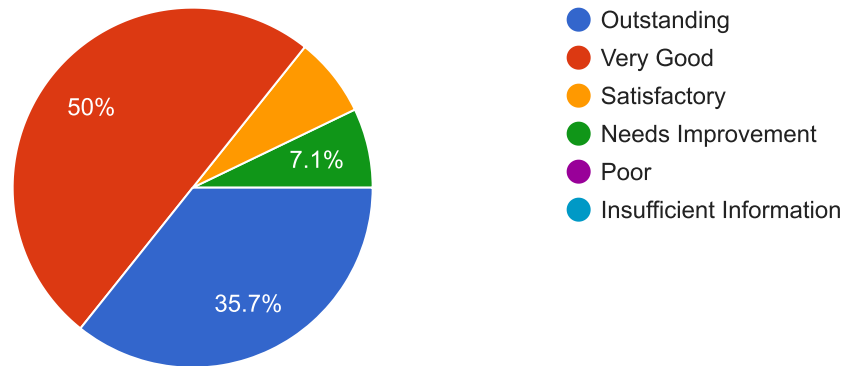
### All Directors have an opportunity to speak at meetings.

14 responses



Directors are encouraged to offer opinions based on their personal/professional expertise and experience in order to facilitate discussion and decision-making at Board meetings.

14 responses



**Comments:**

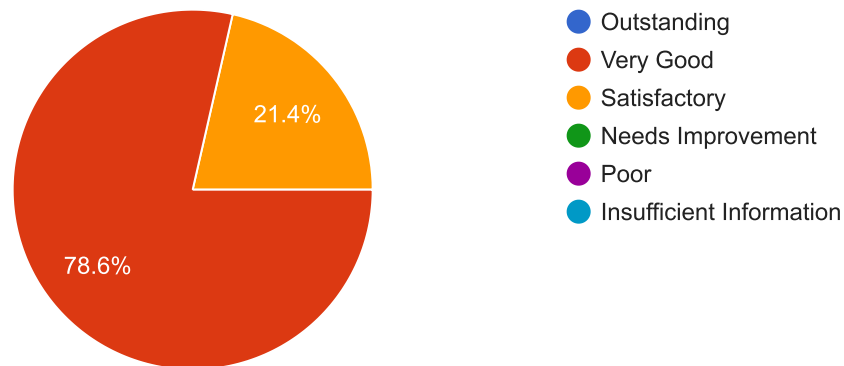
1 response

I am continually impressed by the well organized and effective meetings of both the full Board and committees. Open and honest discussion feels welcomed and encouraged. Committee reports can occasionally feel rushed when there is a large volume of other pressing issues to cover, but that is understandable and the meeting materials are always thorough and helpful.

**BOARD MEMBER CONDUCT**

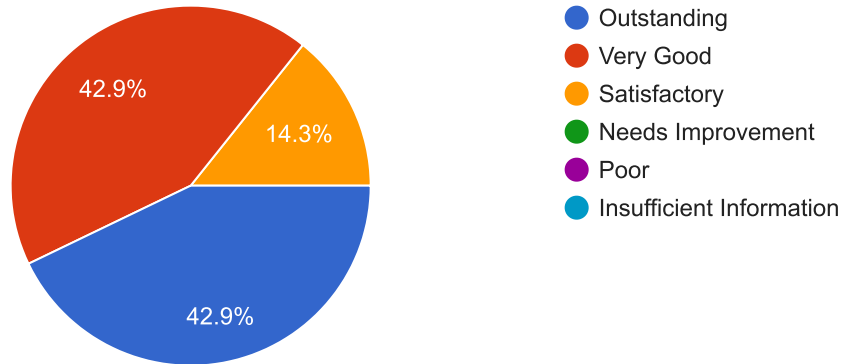
There is open and honest communication among Directors.

14 responses



There is open and honest communication between the Board and the President/CEO and Staff.

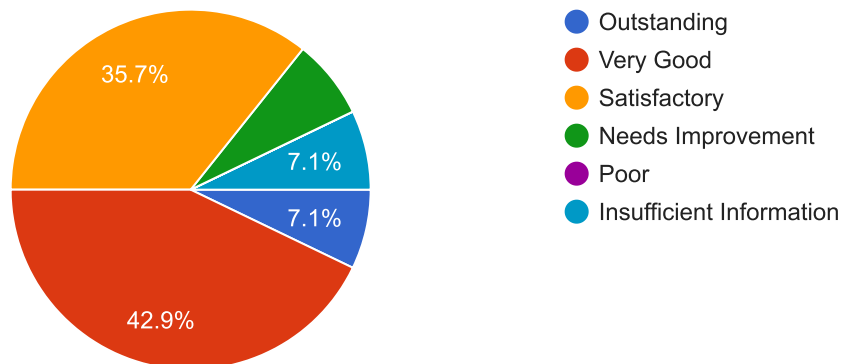
14 responses



### BOARD EDUCATION

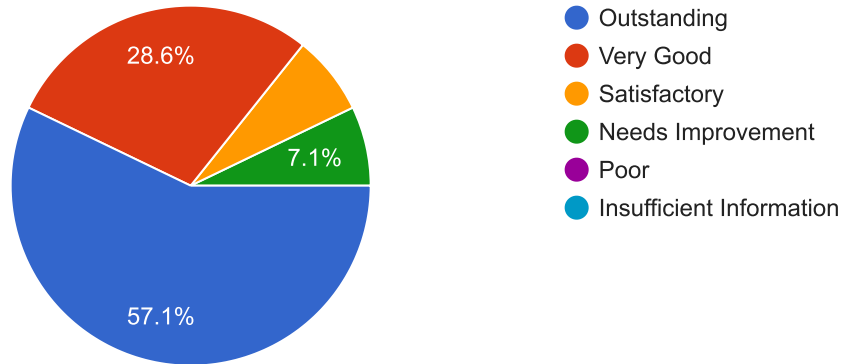
The Board is given timely continuing education to broaden its information base in order to develop policy.

14 responses



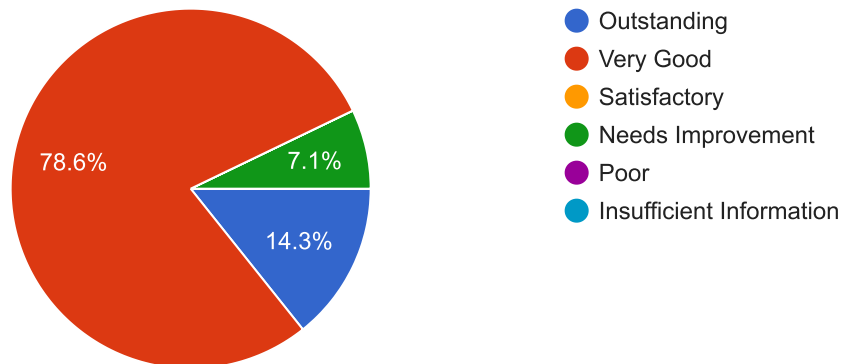
Directors are given ample opportunity to participate in FBST events and activities.

14 responses



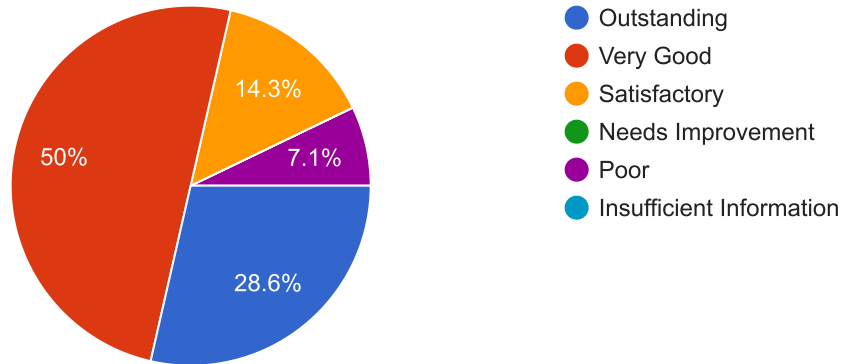
Directors routinely receive updated information that is pertinent to effective Board operations.

14 responses



Directors are encouraged to ask for additional information to make decisions.

14 responses



**Comments:**

1 response

Although the Board receives lots of information just before meetings, it would be beneficial to have more updates between meetings regarding current and/or emerging issues, as well as successes. It would be good to invite Board members to the annual celebration of community partners.

**ADDITIONAL INPUT**



## What are the greatest strengths of this Board?

13 responses

Deep commitment to our mission

It has strong expertise relative to the mission of the FBST.

BOD members are committed to the mission of the FBST.

Board participation in regular full board meetings as well as committees.

Commitment to the organization and its mission.

Experience and expertise of members.

The willingness to attend meetings at the committee level.

The diversity and strong communication and relationships with the executive leadership team.

Commitment of the member to the mission; strong leadership; effective committees; diverse background of committee members

High level of integrity and passion on the mission of this organization.

Its commitment to the goals of the FBST. The diverse professional backgrounds of the Board provide valuable information with which to make decisions about the future direction of the FBST.

Wonderful individuals with a deep commitment to the FB's mission and values, as well as the experience and expertise to make substantial contribution to its success.

Engaged and talented Board members who are committed to FBST's mission and very involved in the community.

Open and engaging. Always looking for the best for FBST

Commitment to the missions and capable people



## What could this Board do differently to increase its effectiveness and value to the Food Bank?

10 responses

Respond to calls for deeper commitment to the needs of the organization

At present, the Board needs a stronger succession plan for key positions for which specific expertise is needed (e.g., finance, leadership). Value is in the eye of the beholder, so the FBST should have input on this issue!

Have even better participation.

Learn more about Feeding America and the trends in food banking across the country. Participate in nearby mobile food pantry events as well as other food bank community service and fundraising events.

Review and clarify board members' roles and responsibilities.

Help identify community members who would help increase the representation of the diversity of the population in our service area.

Help educate elected officials about hunger and related issues and advocate appropriate levels of financial support and/or other beneficial actions.

Less reporting out at meetings and more time spent on long-term strategic planning and governance. We are buried in last minute data that I feel should be within the ED's purview. Way too much minutia for a board of this caliber and an institution this seasoned.

More detailed review of strategic plans; ongoing training on financial statements

Continue to examine the board structure, composition, and succession plan.

I feel that the Board in its current form will largely cease to exist without a satisfactory resolution to the CCDOR relationship.

It's always wise to insure we have time for considered and deep discussion on strategy on critical board issues and from time to time taking the pulse of the board members to determine if they feel engaged and their time and talents are being used to their capacity.

Continue to improve Board diversity: geographic representation, race/ethnicity, experience (individuals with lived experienced, different sectors), etc. Focus on Board education to ensure strong organizational knowledge and board capacity as individuals with long-term experience cycle off and new folks join.



## What should be the key strategic focus of this board over the next five years?

13 responses

Achieving an appropriate relationship with CCDR to allow us to maximally achieve our mission and respect our donor's intentions.

Soon: Improving our relationship with CCDOR relative to the "contribution" it wants and the freedom the FBST wants, developing Board members for leadership roles, and preparing for new space--should that still be considered necessary after the renovations are in place and evaluated.

Continue to feed needy families. Avoid mission creep.

Further the mission of the Food Bank to end hunger by supporting the CEO and staff in efforts to secure and distribute food to our service area organizations that is of high quality and adequate quantity as well as work in partnership with Catholic Charities, other community organizations and leaders working on effective strategies to improve our overall health and well-being (social determinants of health), addressing barriers and other reasons why people are living without what they need (poverty.) The Board itself will reflect the racial, religious, socio-economic, and sexual orientation diversity of the service area population, including members with lived experience with hunger and leaders of community pantries/kitchens, and all will be committed to the Food Bank mission and advocates for positive change.

I am unsure; lets spend the next in-person board meeting talking about strategic long-term issues such as: inflation, how does a food bank supplement the government, not replace; how can we deliver more fresh food; are there long term solutions working with farmers and farmers markets? How might things change under a Trump presidency?

Growth of food provision in correlation with need and supporting potential reduction in state/federal funding to do so.

Navigating CCDOR and Feeding America relationship; how to broaden reach; how to serve more clients

Continue to strive to address the complex social issues in the Southern Tier.  
Continue to be innovative, open, and collaborative to increase food security and equity.

If the CCDOR relationship can be resolved, a key strategic focus should be on bringing our mission to those that are still underserved in our region through outreach, education and direction of resources.

The upcoming Strategic Plan will tell us; and group think is better than my think....but my thoughts include \* the critical nature of the result of discussions with CCDOR; \*integrating those SIF project that are determined to be right into general operations and budget; \* stabilizing the Development (keeping Megan... we have a star and she would be VERY difficult





to replace) and Communications staff, \* continuing to look at partnerships and possible mergers that will strengthen our mission; \* increased financial sophistication for Mark and the Board; \* move more seriously into Planned Giving arena.

Ensure FBST has the resources and capacity (staffing, funding/finances, partnerships, engaged Board, etc.) to effectively respond to changing community needs, leverage emerging opportunities (such as 1115 Medicaid waiver) / build from SIF experience, and implement a new strategic plan.

Continue to grow and decrease dependency/association with Catholic Charities

Support the FBST as it grows and changes.

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