

**FOOD BANK OF THE SOUTHERN TIER**  
Nominating & Corporate Governance Committee Meeting  
February 6, 2020  
8:30-9:30 AM

**AGENDA**

<b>TOPIC</b>	<b>FACILITATOR</b>	<b>ACTION</b>	<b>TIME</b>
1. Welcome & Call to Order	Grace Park		2
2. Opening Prayer	Maureen Ferrell		2
3. Approval of December 4, 2019 Mtg. Minutes	Grace Park	Approve	1
4. Check-in	Grace Park		10
5. BOD Assessment Review	Grace Park/Natasha Thompson	Discuss	25
6. Follow-up Items	Natasha Thompson	Discuss	15
• BOD/Committee Volunteer Day Planning			
• Revised BOD Member Application			
7. Other Business	Grace Park	Discuss	5
• BOD Mentor Program			
• Exit Interview: Nancy Miller			
• Reschedule April Mtg			

**Next Meeting**

April 2, 2020  
8:30-9:30 AM

Opening Prayer: Bill Powell

*If you plan to join the meeting remotely, please inform Lynn Dates*

# Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

Wednesday, December 4, 2019

8:30 – 9:30 AM

Committee Member	In Attendance	Unable to Attend
Grace Park (Chair)	X	
Bill Powell		X
Maureen Ferrell		X
Mary Pat Dolan	X	
<b>Ex-Officio</b>		
Natasha Thompson	X	
<b>Staff</b>		
Lynn Dates		X

## 1. Welcome & Call to Order

Grace Park called the meeting to order at 8:36 a.m.

## 2. Opening Prayer

Natasha Thompson gave the opening prayer.

## 3. Approval of October 16, 2019 Meeting Minutes

*Mary Pat Dolan made a motion to approve the October 16, 2019 minutes.  
Grace Park seconded. All were in favor. None opposed.*

## 4. Check-in

All present gave an update on their personal/professional lives.

## 5. 2020 BOD Slate & Committee Appointments

The group reviewed the 2020 BOD Slate. Grace shared that Alison Wolfe has confirmed her interest in serving a second term. Alison will also join the Committee and will plan to stay on the Development Committee. Natasha pointed out that Jessica Gosa, Executive Director of Foodnet in Ithaca, is joining our Advocacy Committee and brings experience with senior hunger issues.

## 6. BOD Assessment Process

The group thought Maureen Ferrell did a fabulous job with the revised BOD Assessment and her work is appreciated. Natasha agreed to work with Lynn to upload the questions into Survey Monkey by 12/13. She will share a draft with Grace and Hank Jonas for their feedback before sending it out to the full BOD in January.

## 7. BOD Member Application

Natasha reviewed a copy of our current BOD Member Application alongside one from the Community Foundation of Tompkins County and expressed interest in revising the application to be more useful to the Committee. The group agreed that we should look for more qualitative information from prospective BOD members such as how are they connected to our work and what excites them about the Food Bank's mission. Natasha agreed to work with Lynn and combine the best of both applications into a single document for review at the next Committee meeting.

## 8. Policy Governance Article

Natasha reviewed an article about the John Carver model of policy governance with the group and asked if we should adopt any of the recommendations included in the article. Members thought that the BOD currently does a good job of focusing on governance instead of operations issues but felt that we should focus more on

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increasing engagement among members of the BOD. It was suggested that we include check-ins on every committee agenda to foster relationships building. This has worked well in our Committee since we implemented it a few years ago. Another suggestion was made to organize a Saturday volunteer shift for BOD and Committee members sometime in the Spring. Natasha agreed to look into this activity.

The group shared that anything we can do to encourage BOD members to become stronger advocates for the organization would be beneficial. We want BOD members to feel comfortable with one another and not stifle questions or concerns during deliberations. Otherwise, meetings could feel like a waste of time and the BOD would not be fulfilling its oversight and fiduciary responsibilities.

## 9. Other Business

The group reviewed proposed 2020 meeting dates and confirmed that the first Thursday of February, April, June, August, October and December works well.

The meeting adjourned at 9:37 a.m.

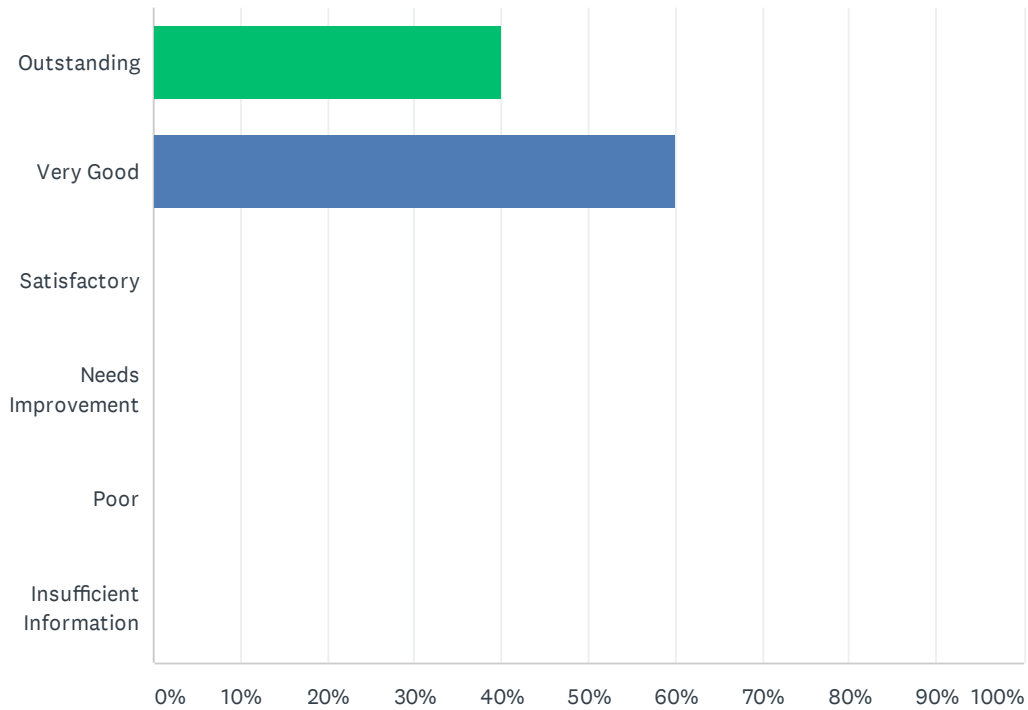
Minutes respectfully submitted by,

Natasha Thompson  
President & CEO

Follow-up Items	Responsible	Date due
Upload BOD Assessment into Survey Monkey	Natasha	12/13/19
Share Survey Monkey link with Grace & Hank	Natasha	12/13/19
Grace & Hank to conduct a test run of the board assessment on the website	Grace	12/31/19
Research Saturday repack shift options for BOD/Committee Members	Natasha	ASAP

## Q1 I understand the strategic vision for the organization.

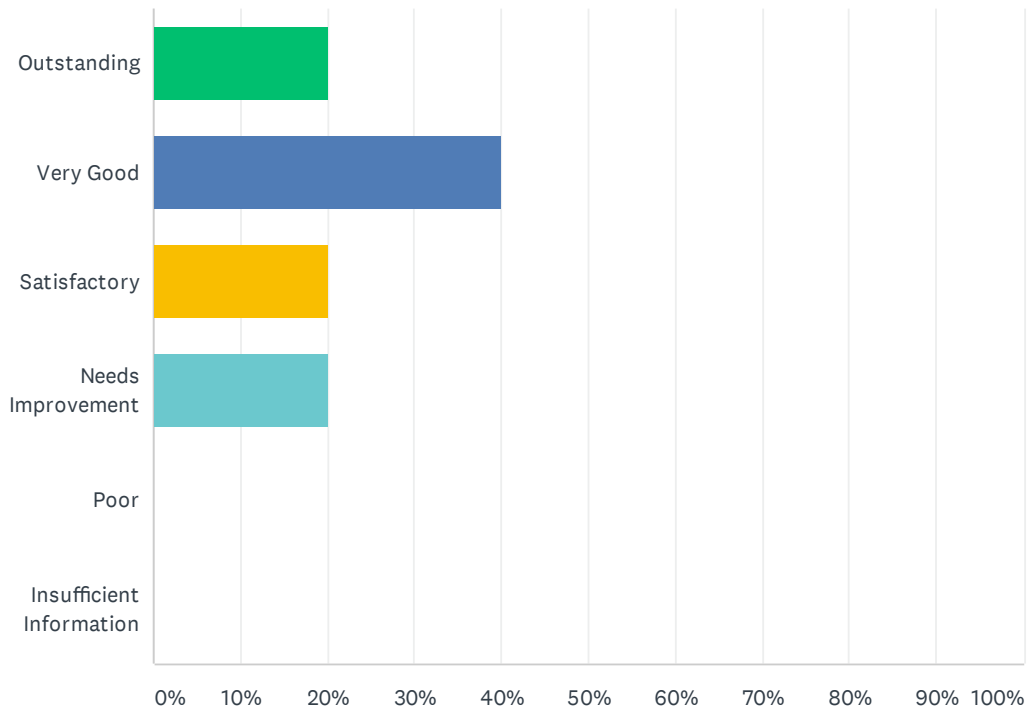
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	40.00%	4
Very Good	60.00%	6
Satisfactory	0.00%	0
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
<b>Total Respondents: 10</b>		

## Q2 The Board has an adequate amount of Director diversity (race, ethnicity, gender, age, skills and disciplines, community constituencies).

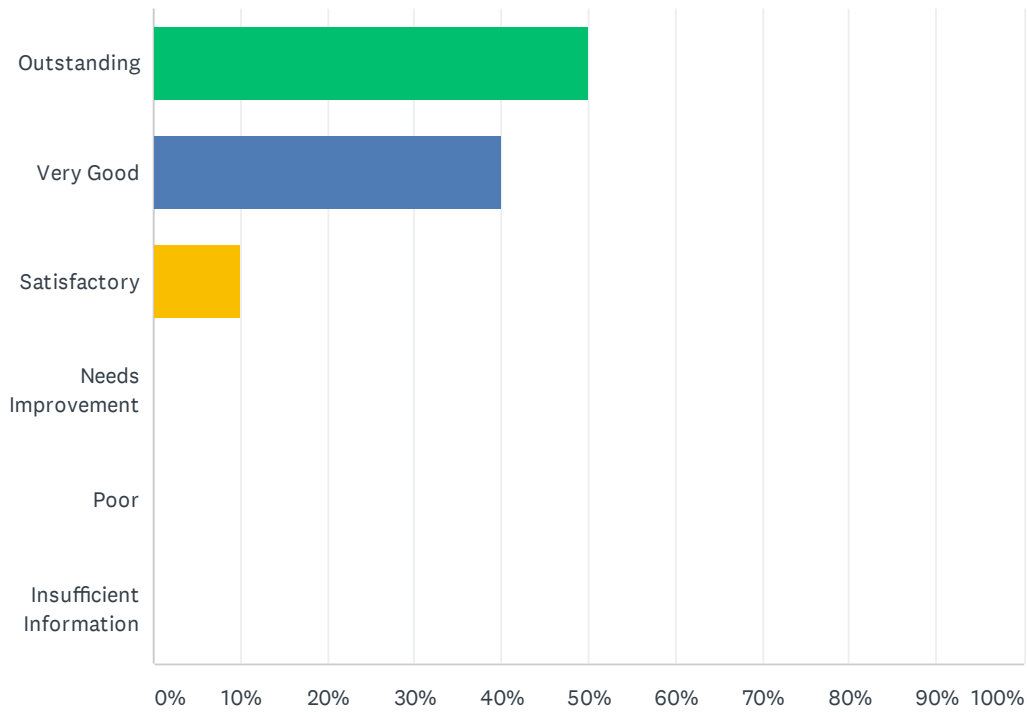
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	20.00%	2
Very Good	40.00%	4
Satisfactory	20.00%	2
Needs Improvement	20.00%	2
Poor	0.00%	0
Insufficient Information	0.00%	0
<b>Total Respondents: 10</b>		

### Q3 I am provided sufficient information and updates regarding the Board’s policies, procedures and by-laws.

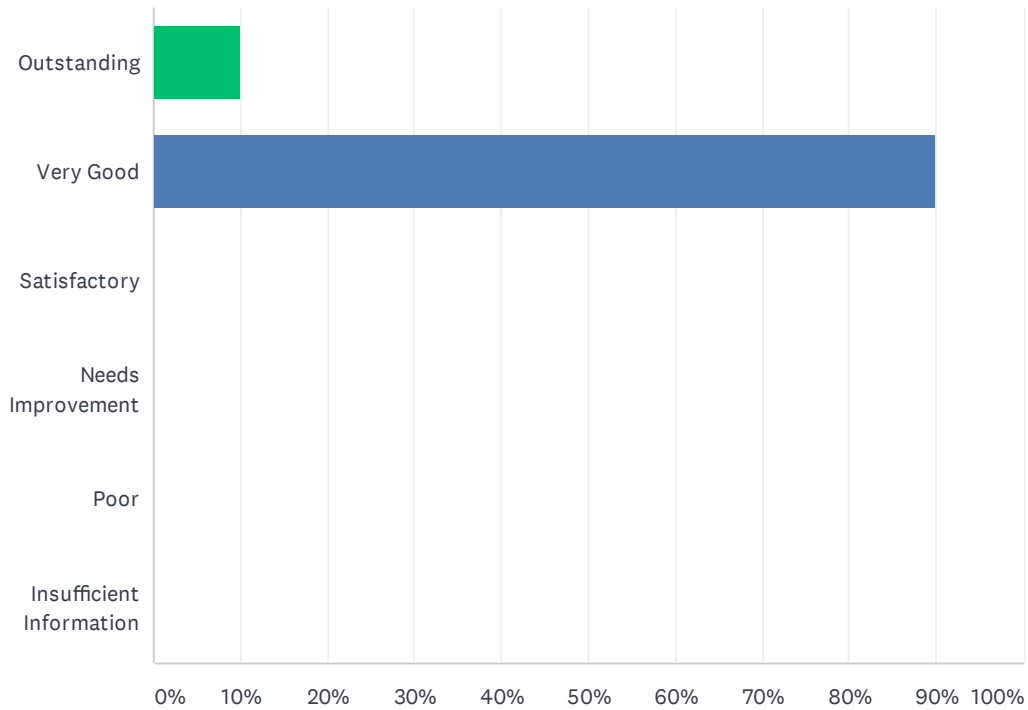
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	50.00%	5
Very Good	40.00%	4
Satisfactory	10.00%	1
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

## Q4 The Board’s decision-making process is consistent and organized.

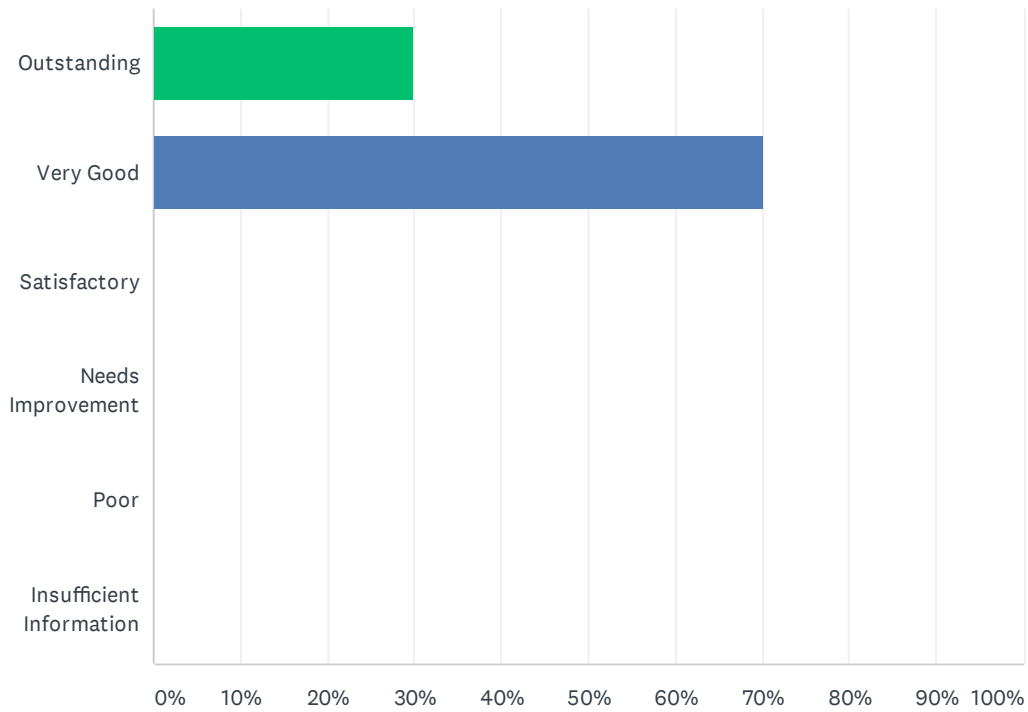
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	10.00%	1
Very Good	90.00%	9
Satisfactory	0.00%	0
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

## Q5 Decisions are made at the appropriate level (Board vs. President/CEO and/or Staff levels)

Answered: 10 Skipped: 0

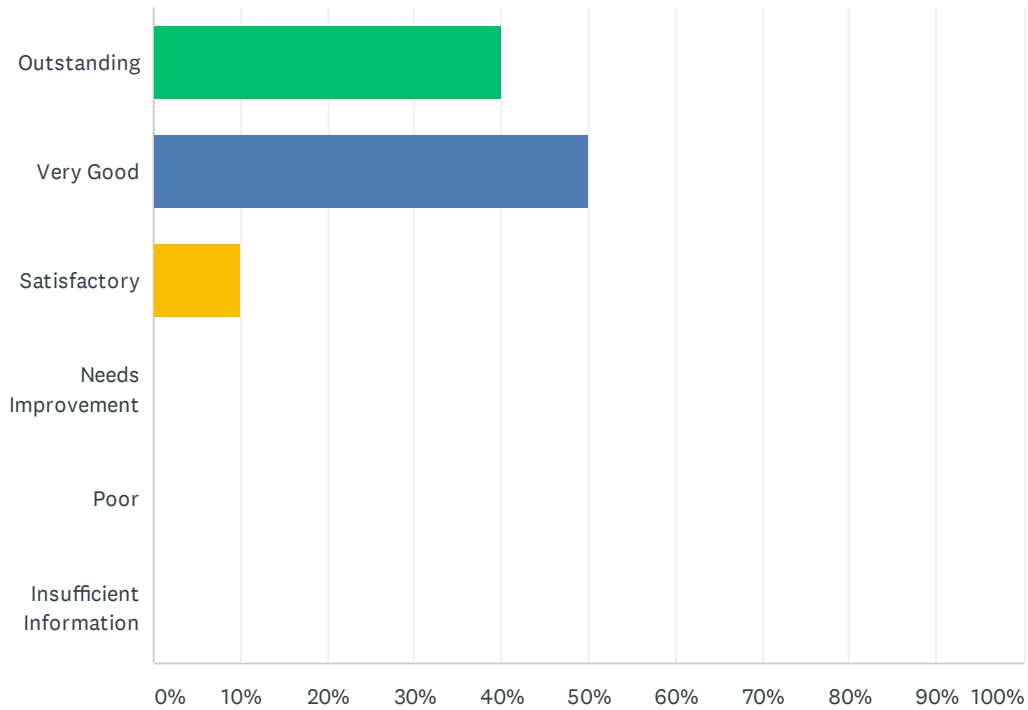


ANSWER CHOICES	RESPONSES	
Outstanding	30.00%	3
Very Good	70.00%	7
Satisfactory	0.00%	0
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		



## Q6 The process for evaluating the President/CEO is transparent and fair.

Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	40.00%	4
Very Good	50.00%	5
Satisfactory	10.00%	1
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

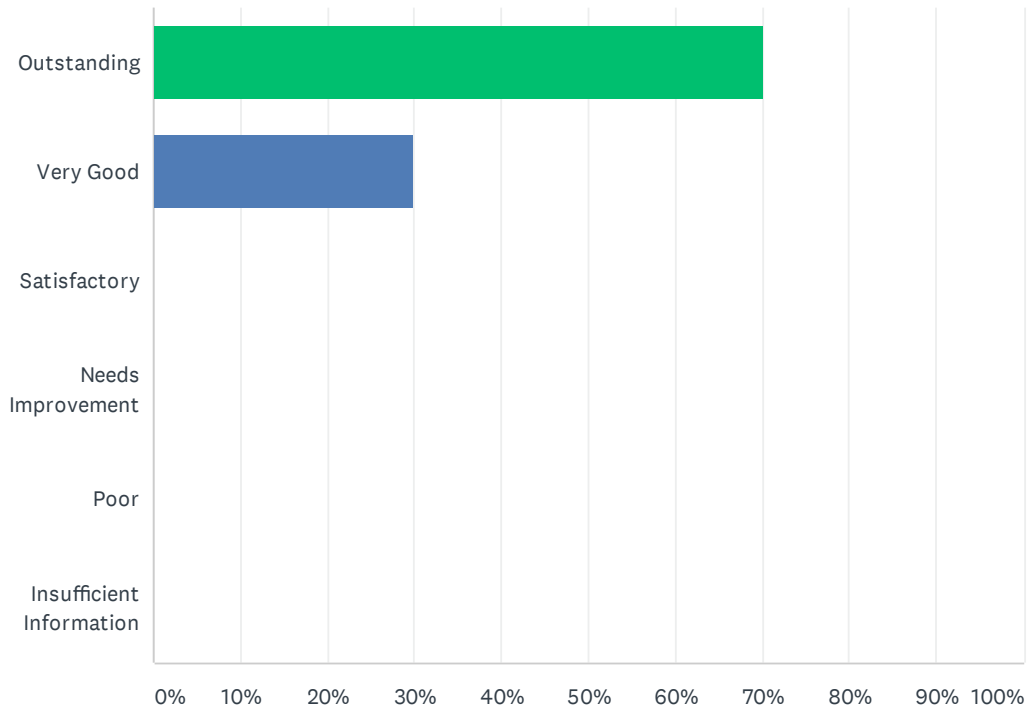
## Q7 COMMENTS:

Answered: 3 Skipped: 7

#	RESPONSES	DATE
1	The process for evaluation of the President is fair, but the inputs are usually weak.	1/14/2020 9:35 PM
2	I think the Board is well run and interacts well with the senior FBST team. I feel we are helpful and supportive too - I hope the staff feels the same way.	1/14/2020 4:10 PM
3	I'm on several boards and this board stands out as being among the most functional and effective.	1/8/2020 12:07 PM

### Q8 The Board receives regular reports from each of the committees.

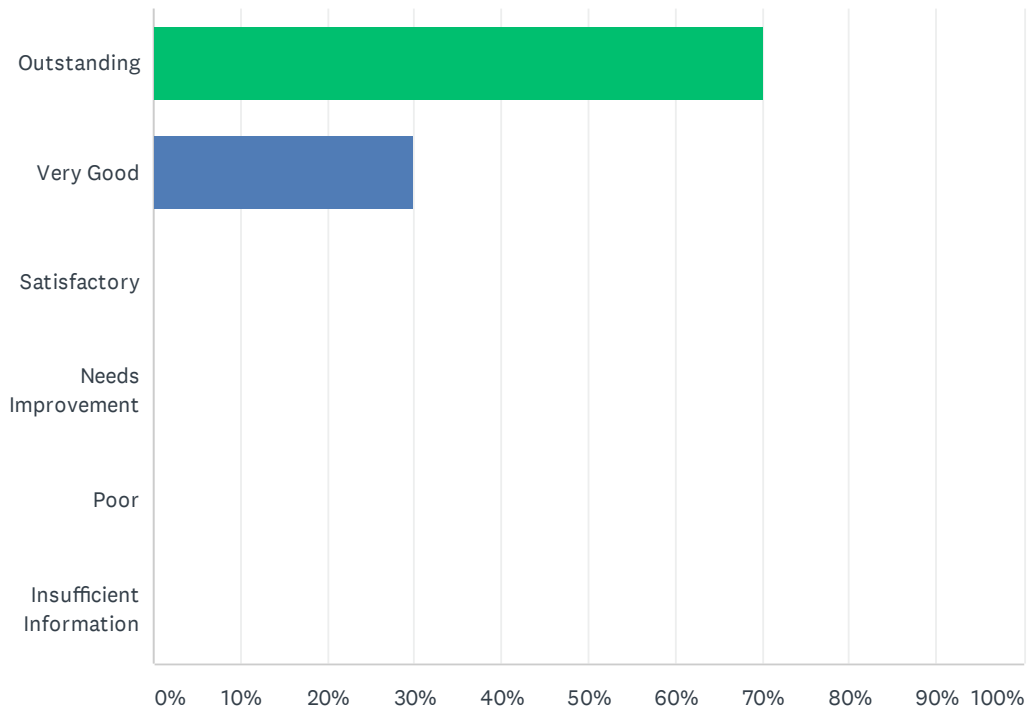
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES
Outstanding	70.00% 7
Very Good	30.00% 3
Satisfactory	0.00% 0
Needs Improvement	0.00% 0
Poor	0.00% 0
Insufficient Information	0.00% 0
Total Respondents: 10	

## Q9 Meeting materials are available on the secure FBST Web portal and via an e-mailed word document.

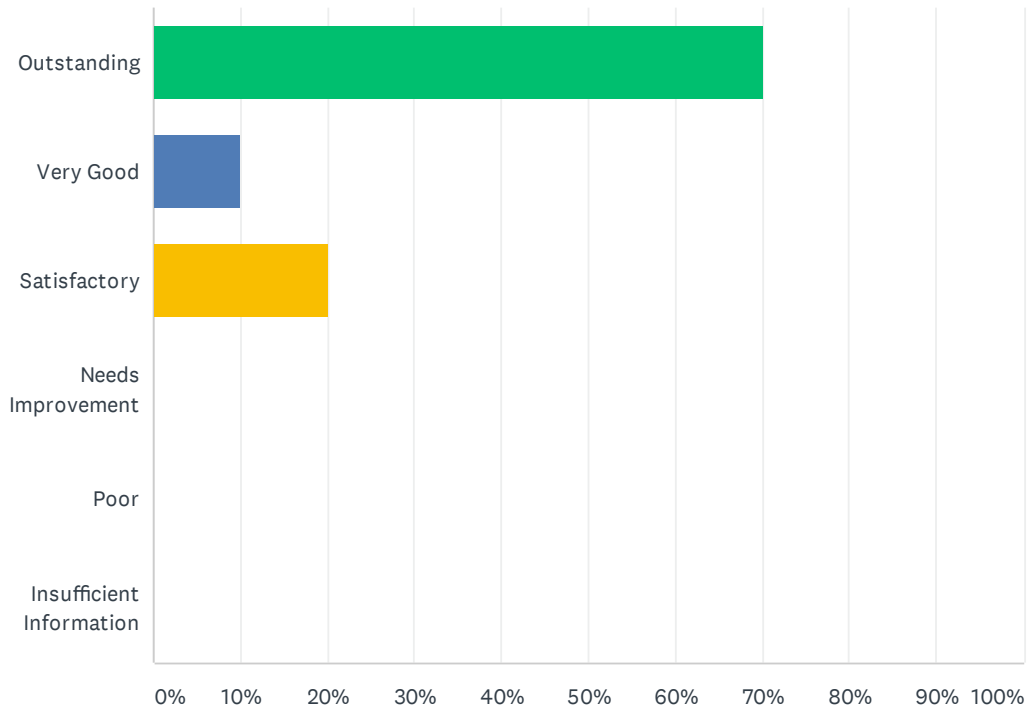
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	70.00%	7
Very Good	30.00%	3
Satisfactory	0.00%	0
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

## Q10 All Directors have an opportunity to speak at meetings.

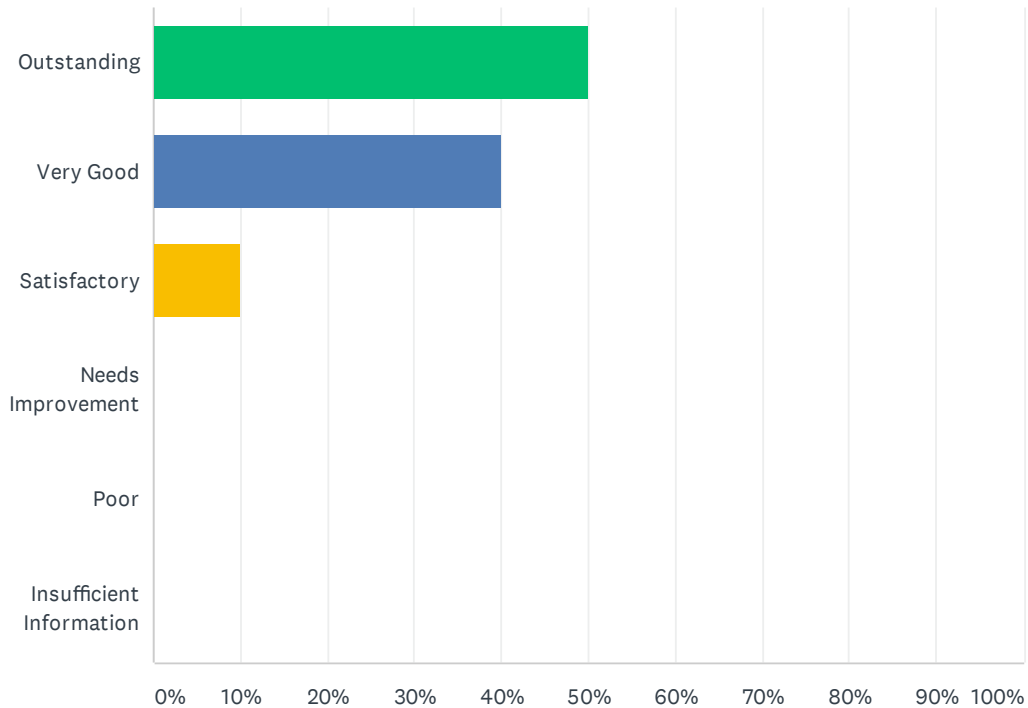
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES
Outstanding	70.00% 7
Very Good	10.00% 1
Satisfactory	20.00% 2
Needs Improvement	0.00% 0
Poor	0.00% 0
Insufficient Information	0.00% 0
Total Respondents: 10	

## Q11 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.

Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	50.00%	5
Very Good	40.00%	4
Satisfactory	10.00%	1
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

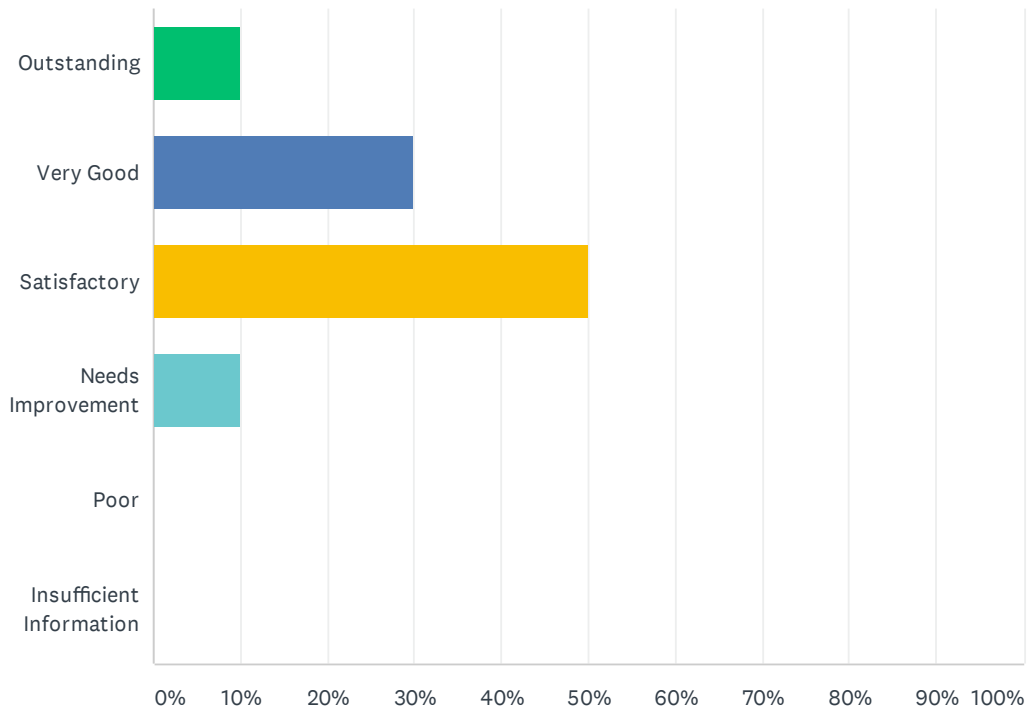
## Q12 COMMENTS:

Answered: 2 Skipped: 8

#	RESPONSES	DATE
1	We have a great board with extraordinarily talented people & great administrative & board leadership. We need to continue to work on board engagement & information sharing between meetings & board engagement.	1/15/2020 9:05 AM
2	The FBST has a strong, independent board and I believe all members are free to express opinions and concerns.	1/8/2020 5:09 PM

### Q13 The Board has criteria against which it evaluates and monitors its performance.

Answered: 10 Skipped: 0

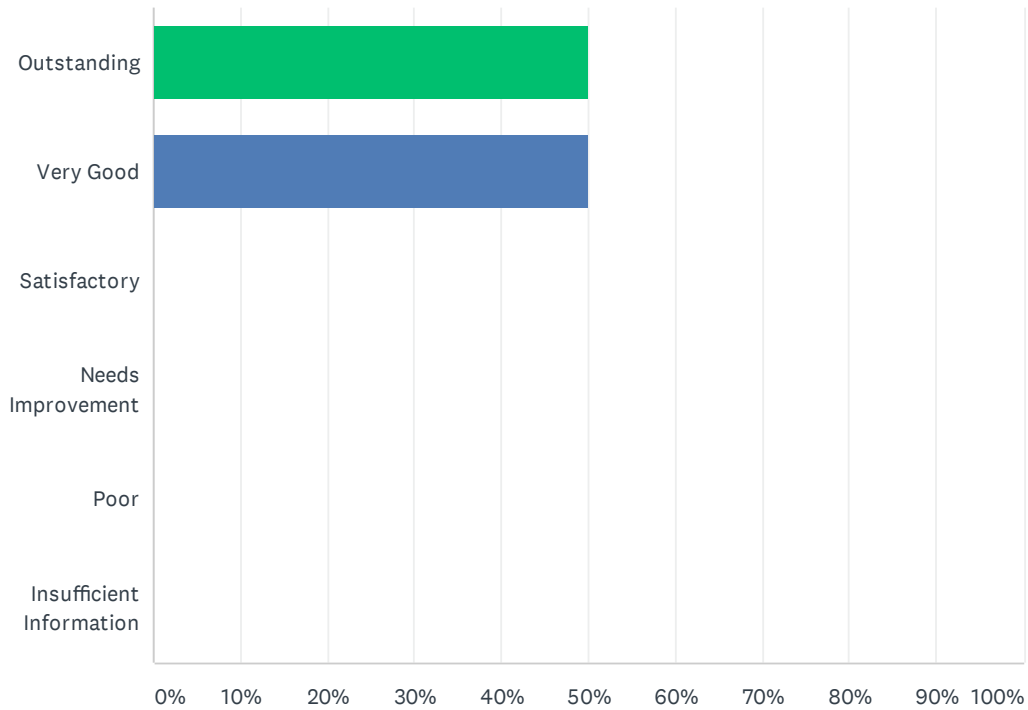


ANSWER CHOICES	RESPONSES	
Outstanding	10.00%	1
Very Good	30.00%	3
Satisfactory	50.00%	5
Needs Improvement	10.00%	1
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		



### Q14 There is open and honest communication among Directors.

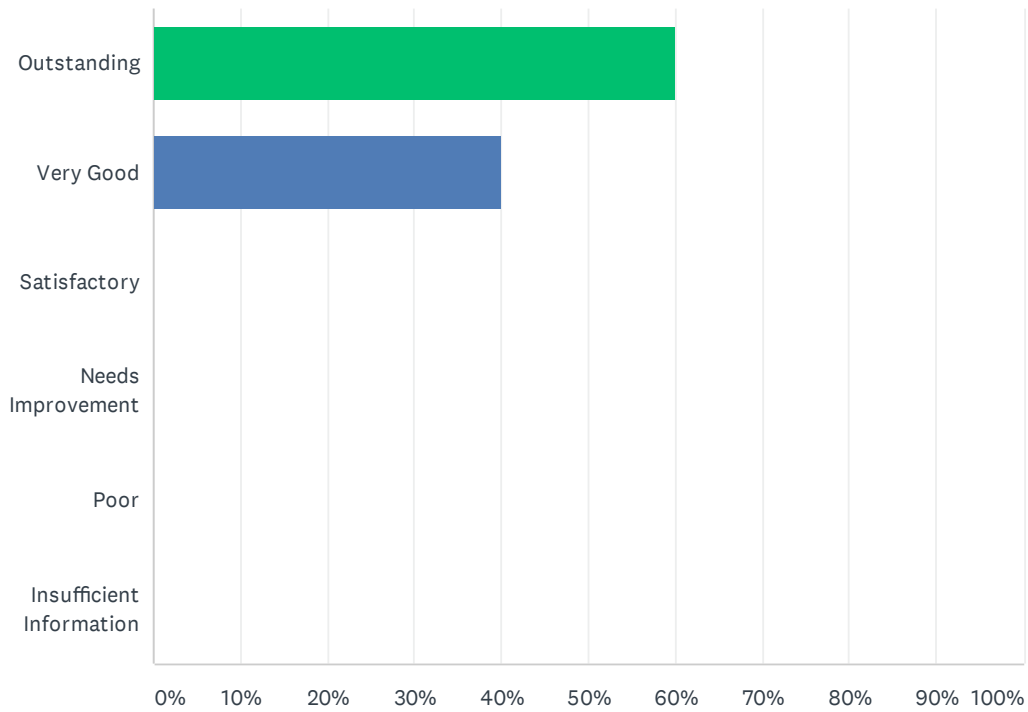
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	50.00%	5
Very Good	50.00%	5
Satisfactory	0.00%	0
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
<b>Total Respondents: 10</b>		

## Q15 There is open and honest communication between the Board and the President/CEO and Staff.

Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	60.00%	6
Very Good	40.00%	4
Satisfactory	0.00%	0
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

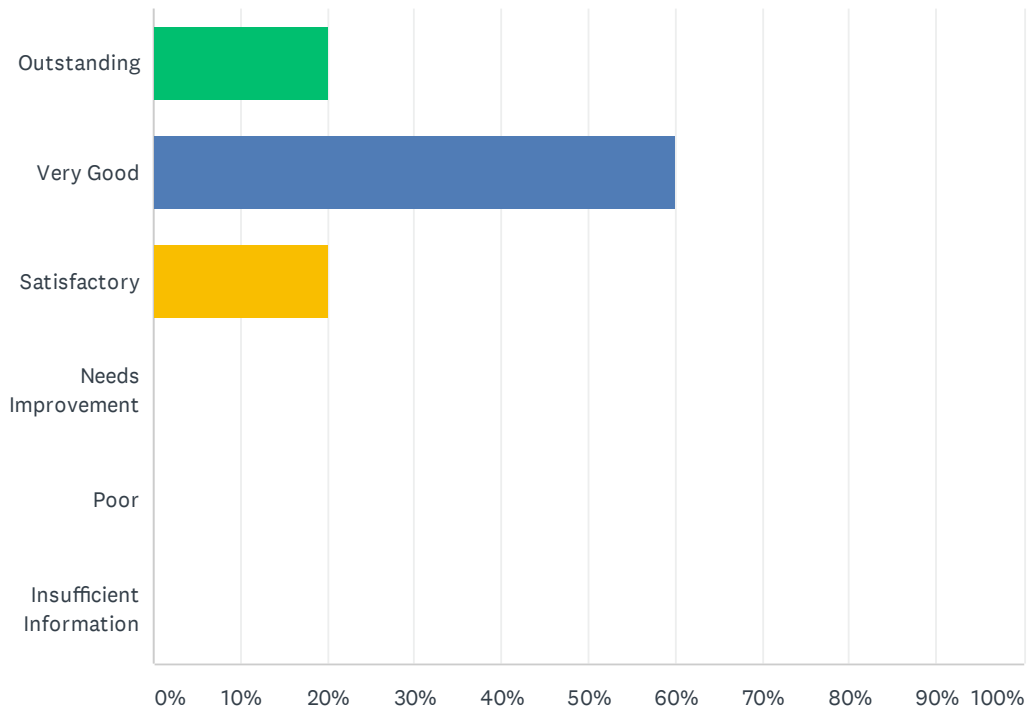
## Q16 COMMENTS:

Answered: 0 Skipped: 10

#	RESPONSES	DATE
	There are no responses.	

## Q17 The Board is given timely continuing education to broaden its information base in order to develop policy.

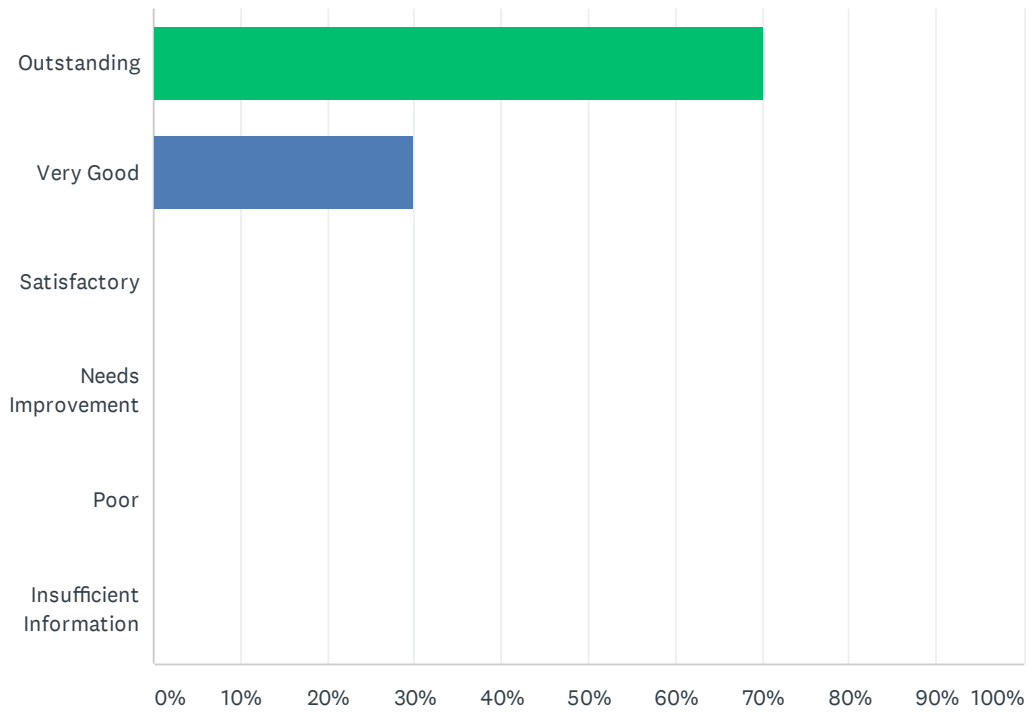
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	20.00%	2
Very Good	60.00%	6
Satisfactory	20.00%	2
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

## Q18 Directors are given ample opportunity to participate in FBST events and activities.

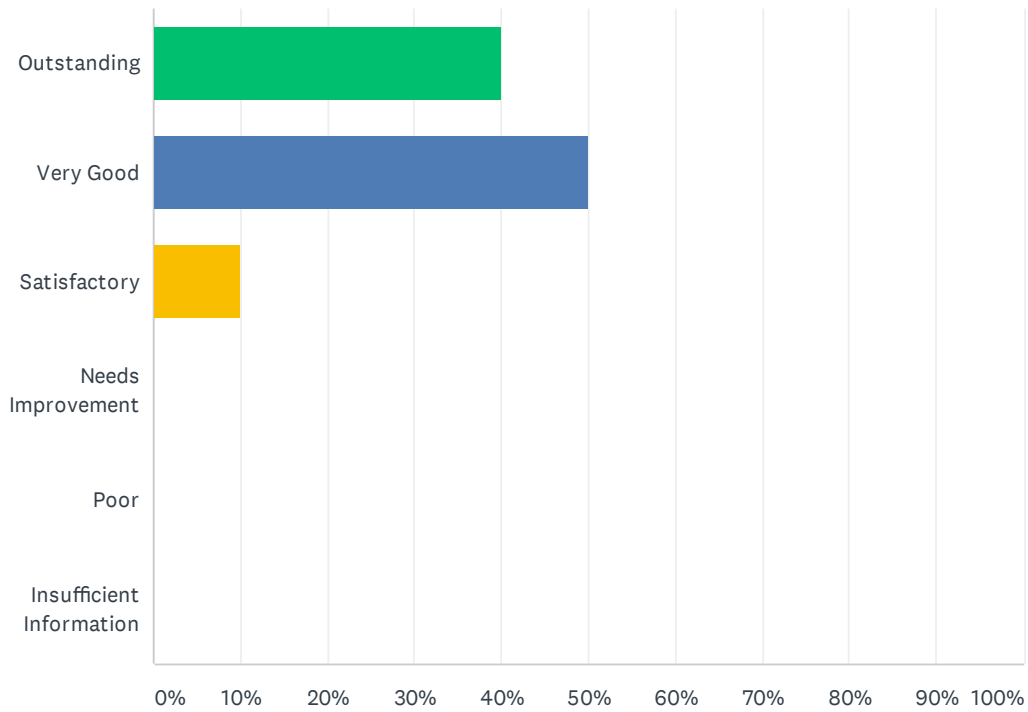
Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	70.00%	7
Very Good	30.00%	3
Satisfactory	0.00%	0
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

## Q19 Directors routinely receive updated information that is pertinent to effective Board operations.

Answered: 10 Skipped: 0



ANSWER CHOICES	RESPONSES	
Outstanding	40.00%	4
Very Good	50.00%	5
Satisfactory	10.00%	1
Needs Improvement	0.00%	0
Poor	0.00%	0
Insufficient Information	0.00%	0
Total Respondents: 10		

## Q20 COMMENTS:

Answered: 1 Skipped: 9

#	RESPONSES	DATE
1	FBST does a good job keeping us updated on the industry, the actual operations and public policy	1/14/2020 4:12 PM

## Q21 What are the greatest strengths of this Board?

Answered: 9 Skipped: 1

#	RESPONSES	DATE
1	Talented, experienced & committed individuals. Willingness to contribute time & expertise.	1/15/2020 9:51 AM
2	Commitment Diversity Background of members	1/14/2020 7:38 PM
3	Passion for the Food Bank and what it is trying to accomplish. Plus, they bring a broad set of experiences that provides lots of ideas and input for discussion.	1/14/2020 4:15 PM
4	Strong Commitment, Passion for the mission	1/14/2020 2:31 PM
5	1. Everyone believes in the mission 2. Everyone works to do more	1/12/2020 3:12 PM
6	A strong mix of individuals and openness of the group to listen to the opinions and ideas offered.	1/9/2020 9:15 AM
7	Board members are passionate about the FBST and almost every member contributes in some way to the board meetings and the organization.	1/8/2020 5:13 PM
8	Meetings are well organized and we discuss items that are very relevant. Decision making is at a governance level.	1/8/2020 12:09 PM
9	Very diverse individuals that are not afraid of speaking up their opinions	1/8/2020 11:38 AM



## Q22 What could this Board do differently to increase its effectiveness and value to the Food Bank?

Answered: 8 Skipped: 2

#	RESPONSES	DATE
1	Commit that all members are active in annual & special needs giving; members commit to sharing information & opinions during meetings; help in admin supporting staff when needed or asked; and be conscious of opportunities to advocate for the work of FBST in daily life, & encourage others giving when able.	1/15/2020 9:51 AM
2	Ensure Board members are fulfilling obligations to participate in events, make connections to the community, completing actions outside of the Board meeting	1/14/2020 7:38 PM
3	N/A	1/14/2020 2:31 PM
4	1. Be clearer about next steps for FBST	1/12/2020 3:12 PM
5	No immediate ideas	1/9/2020 9:15 AM
6	The board could work on team building so that the members can get to know each other better (which builds trust) and increased participation in FBST events.	1/8/2020 5:13 PM
7	continue our focus on board education and striving to have a diverse representation.	1/8/2020 12:09 PM
8	Establish key performance metrics (KPIs) that can be quickly reviewed at every meeting	1/8/2020 11:38 AM

## Q23 What should be the key strategic focus of this board over the next five years?

Answered: 8 Skipped: 2

#	RESPONSES	DATE
1	While we hope Natasha stays forever, there needs to be a discussion on succession planning; There needs to be a plan for the likelihood of needing to replace or adjust from a change in the TFAP windfall; Continue to call for metrics & dashboards in key program areas. Insure staffing & program structure is supported by regular income & fundraising; Keep an eye out for big picture items e.g Status of DOR bankruptcy; & as a question should we look at opportunities for consolidation with other FB's or perhaps other programs.	1/15/2020 9:51 AM
2	Succession planning of key roles; expanding food distribution, ensuring minimal financial risk	1/14/2020 7:38 PM
3	Keeping the Food Bank on strong financial footing. It has been a struggle.	1/14/2020 4:15 PM
4	Meeting the needs of the communities it serves	1/14/2020 2:31 PM
5	1. Find new people who need FBST 2. Continue to develop tools to improve service	1/12/2020 3:12 PM
6	Ensuring the geographic coverage remains accurate for the needs of the community; that access remains ready available.	1/9/2020 9:15 AM
7	The FBST could increase its involvement and close the gap where government assistance has been decreased or removed.	1/8/2020 5:13 PM
8	meeting the food needs of our community	1/8/2020 12:09 PM

**Food Bank of the Southern Tier  
Nominating & Corporate Governance Committee**

**WHAT:** BOD & Committee Member Volunteer Day

**WHEN:** Saturday, May 16

**Q: Agenda & Timing**

**Q: Refreshments/Meal**

**Q: Presentation/Program**

**WHO:** Current BOD Members  
Past BOD Members (those who completed at least one full term)  
Current Committee Members

**Q: Family members?**

**WHY:** To build relationships among BOD & Committee members outside of meetings  
To connect BOD & Committee members to our mission in a different way  
To keep former BOD members engaged

**Q: Other goals?**

Food Bank of the Southern Tier  
Questions for Potential Board Candidates

The Nominating & Corporate Governance Committee of the Food Bank of the Southern Tier seeks to learn more about your interest in joining our Board of Directors. Please review the [position description for service \(attached\)](#) [NT1] to better understand the roles and responsibilities of a Food Bank Board Member.

Potential Board Members are also asked to respond to the following questions which will be shared with the members of the Nominating & Corporate Governance Committee.

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

**Full Name:**

**Address:**

**Phone:**

**E-mail:**

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

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

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

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

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

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

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

Please send your completed form along with a copy of your resume or a brief biographical statement to Lynn Dates at [lynn.dates@foodbankst.org](mailto:lynn.dates@foodbankst.org). [NT2]

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

**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**  
**Board of Directors**  
*Director Position Description*

**Title:** Director

**Accountability:** Chairperson

**Primary Responsibilities:**

The primary responsibility of the Board of Directors of the Food Bank of the Southern Tier and its members is to ensure the overall effectiveness of the organization's governance, resources and management in achieving its mission. The Board functions in a manner which emphasizes strategic planning and leadership, policy development, external relations and the future direction of the organization as a whole.

**Specific Responsibilities:**

1. Serves as a legal and moral trustee of the Food Bank of the Southern Tier, its Board of Directors, and abides by the Bylaws and operating policies of Catholic Charities of the Diocese of Rochester, Inc.
2. Establish and monitor the compliance of policies that guide the overall direction and priorities of the Food Bank.
3. Determine the functions and powers of the Board of Directors and its members through its Bylaws.
4. Approves and monitors the Food Bank's annual operating budget. Ensures the Food Bank maintains fiscally sound policies and operations.
5. Develops and monitors the Food Bank's strategic planning process. Approval and oversight of capital campaigns/projects for the Food Bank as necessary.
6. Directs and evaluates the Food Bank's President/CEO. Supports the on-going professional development of the President/CEO.
7. Provides on-going general support and consultation to the Food Bank's President/CEO in carrying out the organization's operations as requested or needed.
8. Participates and assists the President/CEO in the Food Bank's development, public relations and fundraising efforts as needed. Provides specific support in areas of external networking, public speaking, direct donor solicitation or other support as individual member expertise and experience allows.
9. Assist the President/CEO in the recruitment of new Board members

**Membership Requirements:**

1. Commit to a 3-year term of office as a member of the Board of Directors.
2. Actively participate in the duties of the Board including attending regular and special Board meetings.
3. Actively participate on at least one Board committee.
4. Respect the confidentiality of the business of the Board of Directors and other organizational affairs.
5. Publicly support and appropriately represent the mission, values and programs of the Food Bank and Catholic Charities of the Diocese of Rochester, Inc. where applicable.

**Developed:** 10/15/02, **Revised:** 04/11/06, 11/8/06, 12/18/08, 12/19/11

**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 a member 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 do you believe to be 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: 1/30/19

Source: Chautauqua Institution