

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Committee Meeting
February 4, 2021
8:30-9:30 AM

AGENDA

TOPIC	FACILITATOR	ACTION	TIME
1. Welcome & Call to Order	Grace Park		2
2. Opening Prayer	Mary Pat Dolan		2
3. Approval of December 3, 2020 Mtg. Minutes	Grace Park	Approve	1
4. Check-in	Grace Park		10
5. BOD & Committee Members' Agreements Review	Lynn Dates	Discuss	10
6. New BOD Member Orientation Plan	Natasha Thompson	Discuss	10
7. Exit Interviews with Departing BOD Members	Maureen Ferrell/Mary Pat Dolan	Discuss	10
8. Other Business	Grace Park	Discuss	5

Next Meeting

April 1, 2021
8:30-9:30 AM

Opening Prayer: Maureen Ferrell
RSVP to lynn.dates@foodbankst.org

Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

Thursday, December 3, 2020

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	
Marty Heysham	X	
Alison Wolfe	X	
Joe Thomas	X	
Ex-Officio		
Natasha Thompson	X	
Staff		
Lynn Dates	X	

1. **Welcome & Call to Order** - Grace Park called the meeting to order at 8:33 am.
2. **Opening Prayer** – Natasha Thompson gave the opening prayer.
3. **Approval of October 1, 2020 Meeting Minutes** – Maureen Ferrell requested the deletion of contractions from the minutes and the addition of the word “has” in the first paragraph under Board Recruitment. Grace requested that minutes be sent to the Committee the week following the meeting for review and comments.

Maureen Ferrell made a motion to approve the October 1, 2020 minutes.

Joe Thomas seconded. All were in favor. None opposed.

4. **Check-in** - All present gave an update on their personal/professional lives.
5. **Finalize 2021 BOD Slate**
Grace reviewed the 2021 Slate of Directors and Officers, pointing out that Fred VanSickle will join the board in February. Natasha reviewed the 2021 BOD & Committee Appointments noting that Fred VanSickle will join N&CG, that Amanda Smith-Sokaris has recently joined the Development Committee, and that Karl Krebs will become the FBST Representative to the Diocesan Catholic Charities Board of Directors. She added that upon Laura Opelt’s retirement Jack Balinsky will likely join the Executive Committee.

Exit Interview Assignments – Maureen offered to interview outgoing board member, Carin Rouleau and Mary Pat Dolan offered to interview outgoing board member Lorna Swaine-Abdallah. Lynn Dates will send the exit interview questions.

6. **BOD Mentor Policy**
Assign mentors for new members – Grace noted that the BOD Mentor Policy will be announced at the next BOD meeting and opened the discussion to suggestions for a mentor for Fred VanSickle. Joe Thomas suggested that acting as BOD ambassadors, the Board Chair and the Chair of N&CG reach out to welcome all future new board members. Natasha and Grace will ask for a BOD mentor volunteer at the December meeting for Fred VanSickle.
7. **Follow-up Items**
Review and approve tracking calendar – The committee reviewed changes made to the tracking calendar. Mary Pat pointed out that that diversity assessment would move to Executive Committee. Natasha explained

Food Bank of the Southern Tier

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that we are currently working with consultants on the following: Needs Assessment that is framed under the umbrella of Equity (BOD presentation in February), Strategic Planning, and building an Equity Lens. She noted that the consultant will eventually be working with the BOD, and that the Diversity Assessment will move to the Executive Committee tracking calendar.

Grace reflected on the fact that the BOD doesn't engage in much board education, noting that people have limited time to commit. Alison Wolfe confirmed that board education is important and now that people are more accustomed to meeting virtually that this could take place virtually. Maureen added that meetings can be recorded for later viewing by those who cannot attend "live" presentations. Natasha noted that Feeding America provides training for new board chairs and she will reach out to her peers to see what they are doing with respect to board education.

Review and approve confidentiality policy – The group reviewed the draft policy. Grace proposed that the document be finalized for current and future committee members to read and sign. Lynn will finalize and distribute as necessary.

8. Other Business

Confirm 2021 meeting dates – the group reviewed and agreed to the following dates:

February 4	August 5
April 1	October 7
June 3	December 2

Alison inquired about expertise and experience gaps in our board and committee members. The committee discussed that representatives from the health care and human resource industry are a top priority. Alison commended Marty Heysham and Wegmans for their good work during the time of COVID. Natasha provided a brief update, highlighting the following: 1.86M pounds have been distributed in October; 2020 is the first year that distributed pounds have totaled over 1M every month; FBST is on track to distribute 16M pounds by the end of 2020; and, that the Turkey Drive brought in \$200K – breaking all records; fund raising is currently at \$6.5M and likely to hit \$7M in Q4. The group discussed volunteer and distribution needs and the challenges that pantries face. Grace thanked committee members for their support, assistance and involvement in the committee's activities and initiatives over the past year.

The meeting adjourned at 9:32 am

Minutes respectfully submitted by,

Lynn Dates
*Executive Assistant to
Natasha Thompson
President & CEO*

Next Meeting
February 4, 2021
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Opening Prayer: Mary Pat Dolan

Follow-up Items This meeting	Responsible	Date due
Email exit interview questions	Lynn	12/3/2020
Update minutes with Maureen's suggestions	Lynn	12/3/2020
Interview Lorna Swaine-Abdallah	Mary Pat Dolan	
Interview Carin Rouleau	Maureen Ferrell	
Move BOD Diversity Assessment to Exec Com tracking calendar	Natasha	2/4/2021
Create clean copy of Committee Member Confidentiality policy and distribute	Lynn	12/3/2020

FOOD BANK OF THE SOUTHERN TIER
Board of Directors
New Member Orientation
Wednesday, February 10, 2021
9 – 11 am

AGENDA

I.	Welcome & Introductions	5
II.	Food Banking 101	90
	a. Overview w/ Natasha Thompson	
	b. Warehouse Operations Overview w/ Dave Patterson	
	c. Community Impact Department Overview w/ Randi Quackenbush	
	d. Health & Nutrition Department Overview w/ Matt Griffin	
	{ BREAK	10 }
	e. Development & Community Engagement w/ Meghan Parsons	
	f. Understanding Food Bank Financials w/ Tim Currie	
III.	BOD Member Expectations w/ Joe Thomas	5
IV.	Accessing the BOD Portal w/ Lynn Dates	5
V.	Questions & Adjourn	5

EXIT INTERVIEW WITH CARIN ROULEAU – January 11, 2021 at 4:00 p.m.

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?
Absolutely, I found it to be a rewarding and educational experience during the entire time I was a Board member
2. With what aspects of your Board service have you been most satisfied?
I was especially pleased with the opportunities to actively volunteer in FBST events. Additionally, I really liked the visioning exercises and the strategic planning since they gave me a sense of where the FBST was heading in terms of service and goals.
3. With what aspects of your Board service have you been less than satisfied?
The only area of dissatisfaction is due to my own inability to commit as much time as I would have liked to my Board service and activities. I assumed a new job with Walmart during my Board service and went from managing a single store to being a Market Manager which involves oversight of 10 stores. Hence, I had less time for the things I wanted to do to be a truly effective Board member.
4. Do you feel that your opinions and suggestions have been taken seriously and utilized effectively?
I always felt that my opinions and ideas were taken seriously, and I would like to add that I never witnessed any Board member who was not treated with equal respect for his or her thoughts and suggestions.
5. Do you feel that your skills and talents have been adequately utilized during your tenure?
Yes, I do.
6. Is there more that you would have liked to have accomplished as a Director?
As noted previously, my job promotion did limit my ability to accomplish all that I wanted to do as a Board member. Specifically, I would have been delighted to have more time to devote to the Advocacy Committee and to the mission of “shortening the line” for those we serve.
7. In what ways do you perceive that the Board could become more effective?
I cannot point to any serious problems that limit the Board’s effectiveness. However, since it is a “working Board”, I do think that Board members who fail to meet expectations should be removed as diplomatically as possible to make way for those who are more willing to take on the vital work of the Board.
8. In what way could the structure of the Board be more effectively organized?
I came onto the FBST Board with no prior Board experience. Thus, while I enjoyed serving on the Nominating and Corporate Governance Committee, I would suggest that new Board members sit in on several different Committee meetings to find which Committee’s work seems most interesting to the new member or which would benefit from a new Board member’s expertise. It would ensure the best fit for the new Board member in terms of Committee involvement.

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?
A definite strength of the FBST Board is its diversity in terms of skills. I do think that having more representation from Board members whose careers have been primarily in the non-profit, governmental, or public sector would be helpful since the FBST is a non-profit, public service providing entity.
10. What observations would you like to make for the good of the future of the Board?
One of the most beneficial events during my Board tenure was a day long educational retreat which featured speakers and had break-out groups doing role playing of potential FBST clients. I was assigned the role of a Hispanic single mother with two children, ages 10 and 12. As I was going through the exercise, I would be given challenges to face such as my car breaking down so I had no way to get to my job, my babysitter cancelled so I could not go to my college training class, one of my children had a teacher's conference on the same day I was supposed to go to get food at the Mobile Food Pantry, etc. It was genuinely humbling to note that while everyone on the Board had perhaps had challenges earlier in life, most of us were blessed with ample food and funds. It was an "eye-opening experience" and I would encourage the FBST to replicate it periodically for new Board members and staff.
11. What observations would you like to make for the good of the future of FBST?
I would simply note that Natasha and Tim provide a good and steady hand at the wheel for the organization and their leadership is paramount to the success of the entire mission of the Food Bank.
12. Why are you leaving the Board? Could anything be done to continue your service as a Director?
I am leaving due to the term limits within the Bylaws of the FBST. However, I am still hopeful of helping at volunteer events when the pandemic is no longer a threat. Additionally, I have recommended a fellow Walmart store manager as a potential Board member for the future.

**Respectfully submitted,
Maureen Ferrell, Nominating and Corporate Governance Committee member**

Date Developed: 12/21/07

Date Revised: 1/30/19

Source: Chautauqua Institution