

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Committee Meeting
March 30, 2022 8:30 – 9:30 am

AGENDA

TOPIC	FACILITATOR	ACTION	TIME
1. Welcome & Call to Order	Fred Van Sickle		2
2. Opening Prayer/Poem/Positivity	Marty Heysham		2
3. Approval of February 2, 2022, Mtg. Minutes	Fred Van Sickle	Approve	1
4. Check-in	Fred Van Sickle		10
5. Follow-up Items <ul style="list-style-type: none">• Exit Interviews	Fred Van Sickle/Natasha Thompson	Discuss	5
6. BOD Recruitment <ul style="list-style-type: none">• BOD Profile Matrix• BOD Officers	Natasha Thompson	Discuss	10
7. Set 2022-23 Committee Priorities	Fred Van Sickle	Discuss	5
8. BOD Engagement <ul style="list-style-type: none">• BOD/Committee Member Volunteer Day• In-person meetings?• Other extracurricular activities?	Fred Van Sickle/Natasha Thompson	Discuss	15
9. Other Business	Fred Van Sickle	Discuss	5

Next Meeting

June 2, 2022

8:30-9:30 AM

Opening Prayer/Poem/Positivity: Alison Wolfe

RSVP to Lynn.Dates@foodbankst.org

Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

February 2, 2022

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	
Fred Van Sickle (Vice Chair)	X	
Ex-Officio		
Natasha Thompson	X	
Staff		
Lynn Dates	X	

1. **Welcome & Call to Order** - Grace Park called the meeting to order at 8:32 am
2. **Prayer/Poem/Positivity** – Mary Pat Dolan shared a poem
3. **Approval of November 30, 2021 Meeting Minutes**
*Maureen Ferrell made a motion to approve the November 30, 2021 minutes.
 Fred Van Sickle seconded. All were in favor. None opposed.*
4. **Check-in** - All present gave an update on their personal/professional lives. Grace shared that she is leaving the Corning area to live in San Francisco. Joe noted that we will miss her on the BOD and leading this committee. Maureen added that Grace is leaving with our love, honor, and respect. Grace thanked Fred for leading this committee moving forward.
5. **Review BOD Assessment Results**
Set 2022-23 priorities – Grace identified two items that stood out to her from the recent BOD Assessment results: Continued attention to Board diversity and ongoing Board education. Fred noted that we should share the BOD job description since at least one response to the question “BOD has criteria with which to evaluate itself” noted “insufficient information.” Grace added that Fred and this committee will set 2022-23 priorities at a future meeting.
6. **BOD Recruitment Process** –
 Natasha reflected on the BOD recruitment process and noted anticipated vacancies going into 2023: Grace will be leaving in her ninth year of service, Alison Wolfe will complete her second term in 2023, and Erin Summerlee and Marty Heysham will each complete their first term in 2023. Grace volunteered to follow-up with Alison about renewing for a third term, Fred will follow-up with Erin Summerlee about renewing for a second term, and Marty, who was in attendance, agreed to renew for a second term.

The group discussed Exit Interview questions and suggested a streamlined list by combining some questions. Natasha named three BOD members who will need to be interviewed and invited committee members to carry out the interviews: Fred volunteered to talk with Michael Eisner and Grace Park, and Natasha will talk with Peter Newman.

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7. Follow-up Items

Natasha summarized the work of the BOD Engagement Subcommittee and its suggestion to add a question regarding a continued relationship between the exiting BOD member and the Food Bank. Maureen will send a second draft to this committee and asked for responses prior to the April N&CG committee meeting.

Natasha shared that the New BOD Member Orientation will take place Tuesday, February 8, 4 – 6 pm, by Zoom. New Diocesan Director, Karen Dehais, will address the group and attend the orientation.

Grace noted that she will be in attendance at the February Board of Directors meeting.

8. Other Business - none

Action Items	Responsible	Due Date
Set 2022-23 priorities based on BOD Assessment Results	N&CG Committee	At 4/7/22 mtg
Follow-up with Alison Wolfe re. renewing for a third BOD term	Grace Park	Before 4/7/22 mtg
Follow-up with Erin Summerlee re. renewing for a second BOD term	Fred Van Sickle	Before 4/7/22 mtg
Circulate second draft of Exit Interview questions	Maureen Ferrell	Before 4/7/22 mtg
Committee members send Exit Interview edits to Maureen	All	
Michael Eisner exit interview	Fred Van Sickle	Report at 4/7/22 mtg
Grace Park exit interview	Fred Van Sickle	Report at 4/7/22 mtg
Peter Newman exit interview	Natasha Thompson	Report at 4/7/22 mtg

The meeting adjourned at 9:30 am.

Minutes respectfully submitted by,

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

Next Meeting

April 7, 2022

8:30-9:30 am

Prayer/Poem/Positivity: Marty Heysham

Exit Interview w/ Mike Eisner
Completed by Fred Van Sickle
March 1, 2022

*Tricia very excited to be joining the board 😊

*His experience has been excellent. He has been on multiple boards, ours is one of the best structured, with great governance and works well with management. Values that folks are not afraid to share their opinions.

*He does wonder how many board members truly understand our operation beyond the finance committee. He still finds the acronyms and how the various government programs affect our balance sheet hard to understand. Recommends a regular refresher on that aspect of the program. Questions whether we need to see all “360 lines of the spread sheet”—and wonders with our new CFO if that will change to a more streamlined presentation.

*While he thinks we used his Finance expertise well, he wonders if it would have been good to use him in a different way—not sure what that would be though.

*Noted that while he could have had one more three-year term—job has changed and afraid he could not be fully committed.

*He will stay connected as a volunteer, noting he and his whole family have volunteered over the years and will continue to be supportive of the organization.

*He cautions in a very affirming way that our unique opportunity to make great change with our surplus is one to manage carefully. To dream big, plan carefully, and execute well.

*All in all, it was a great experience!

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. How have you experienced your time as a Food Bank board member?

I've been on multiple community boards and this is one of the most functional. You do most things exceptionally well. Restructures have been handled well, level of communication has been awesome, ability of the BOD to speak their mind is impressive, CEO is exceptional, BOD Chairs have been very committed. All has been very positive. From day 1 I felt welcomed and that I belonged which is something that is rare at times, especially outside of Broome County where I know everyone. Felt valued from the beginning. Really appreciated that. Never took a leadership role and appreciated that people didn't pressure me to take a leadership role. Worked really well for me over the past nine years.

2. What have been your most positive experiences? Have you had any disappointments?

Proud of the fact that I helped contribute to increase awareness about the Food Bank in Broome County. Disappointments: Not being able to open enough doors e.g. Joe Mirabito & Bruce Boyea intros didn't happen. Also didn't find my replacement before leaving the BOD.

3. When a good friend asks about your service, how do you describe serving on the board of the Food Bank? (didn't ask this.)

4. How did we tap into your personal passions and expertise to advance the organization's mission?
I do! That's a good way to put it.

5. How did you feel about your committee assignment(s) and that group's work?

Development committee was very well organized. Good Chairs. Well run. Very successful with fundraising. Cheers for Change committee fell off a bit. Not sure what happened there. Good reporting & educational materials.

6. Did you have the information you needed as a board member when making key decisions? How would you reflect on the timeliness and presentation of that information?

Yes. Communication was clear. Information was shared at the appropriate level.

7. What can we do to make Board members' experience as productive and meaningful as possible? Do you have any suggestions for how we can improve board meetings?

Food Bank BOD meeting was the first Zoom meeting I had ever done and I hated it. In-person BOD meeting are always better. Being in the room was more effective.

8. What kind of relationship would you like to have with the Food Bank going forward? (Check all that apply) If you need me for something, you can count on me and feel free asking me.

- Assist with friend-raising- continue to make connections in the community

Date Developed: 12/21/07

Date Revised: 1/24/2022

Source: Chautauqua Institution

Food Bank of the Southern Tier
2022 Board & Committee Member Profile Worksheet
Expertise /Skills/Personal Data
17/17 Responses

Age	Total	%
21-35	1	5.88
36-50	5	29.41
51-65	6	35.29
Over 65	5	29.41
Prefer to not answer		

Gender	Total	%
Male	9	52.94
Female	8	47.06
Self/other		

Race/Ethnicity	Total	%
African American/Black		
Asian/Pacific Islander	2	11.76
Caucasian	14	82.35
Hispanic/Latino	1	5.88
Native American/Indian		
Other Race/Ethnicity		
Prefer to not answer		

Religious Affiliation	Total	%
Roman Catholic	6	35.29
Other Christian	3	17.65
Jewish		
Muslim		
Hindu		
Buddhist		
No Affiliation	7	41.18
Other	1	5.88
Prefer to not answer		

Community & Civic Organizations	Total	%
Faith Based Organizations	3	17.65
Civic Organizations	1	5.88
Professional Organizations	8	47.06
Local Government	1	5.88
Other Boards of Directors	14	82.35
Community Volunteer	2	11.76

Other	6	35.29
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Occupation Areas & Expertise Areas

Accounting	5	29.41
Administration/Management	10	58.82
Banking/Trusts/Investments	4	23.53
Development/Foundation/Fundraising/Philanthropy	4	23.53
Education	4	23.53
Financial Management	7	41.18
Food Industry	3	17.65
Government	2	11.76
Health	4	23.53
Human Resources	6	35.29
Law/Legal	1	5.88
Marketing /Public Relations	3	17.65
Physical Plant		
Real Estate	2	11.76
Retail/Grocery	1	5.88
Social Services	3	17.65
Strategic Planning	8	47.06
Technology	2	11.76
Other	3	17.65

County Representation

Broome	1	5.88
Chemung	5	29.41
Schuyler		
Steuben	5	29.41
Tioga	1	5.88
Tompkins	5	29.41
Other		

FBST BOD/Committee Representation

Board of Directors	17	100
Executive Committee	4	23.53
Finance/Audit Committee	5	29.41
N&CG Committee	4	23.53
Development Committee	6	35.29
Strategy Committee	3	17.65
Facilities	1	5.88

FOOD BANK OF THE SOUTHERN TIER
Board of Directors
2022 Membership Terms

In accordance with Article III, Section 3, Paragraph b of the Food Bank's by-laws, Directors shall be elected for terms of three years, which terms shall be divided as nearly as possible into three classes of Elected Directors so that each year only about one-third of the Elected Directors' terms will expire. An Elected Director may not serve more than three consecutive three-year terms. Members are elected at the Food Bank's annual meeting in February.

Current Board Members	First Term Ending	Second Term Ending	Third Term Ending	Committees
Grace Park	2017	2020	2023	N&CG
Steve Hoyt	2018	2021	2024	Executive, Finance & Audit
Joe Thomas	2018	2021	2024	Executive, Development, N&CG
John Bayne	2019	2022	2025	Development
Mary Pat Dolan	2019	2022	2025	Executive, N&CG
Alison Wolfe	2020	2023		Development, N&CG
Jessica Renner	2021	2024		Executive
Shannon Matteson	2021	2024		Finance & Audit
Karl Krebs	2021	2024		Finance & Audit/DOR
Anis Fadul	2022	2025		Development
Erin Summerlee	2023			Strategy
Marty Heysham	2023			N&CG
Fred Van Sickle	2024			N&CG
Kathleen Rasmussen	2025			Strategy
Andy Fagan	2025			Strategy
Jamie Kaffenbarger	2025			Development
Tricia Khan	2025			Finance & Audit
Connie Park	2025			Development
Past Board Members	First Term Ending	Second Term Ending	Third Term Ending	Actual Term End Date
Peter Newman	2016	2019	2022	Feb 2022
Michael Eisner	2019	2022		Feb 2022
Carin Rouleau	2015	2018	2021	Feb 2021
Lorna Swaine-Abdallah	2021			Feb 2021
Nancy Miller	2014	2017	2020	Feb 2020
Christina Sonsire	2022			Sept 2019*
Sheri Hughey	2017	2020		Feb 2019*
Mark Bordeau	2013	2016	2019	Feb 2019
David Radin	2013	2016	2019	Feb 2019
Allison Strife	2018			Feb 2018
William Powell	2012	2015	2018	Feb 2018
Stephen Fowler	2012	2015	2018	Feb 2018
Peter Cronk <i>dec.</i>	2019			May 2017*
Carol True-Palmer	2017*partial			Oct 2016*
Krista Matia	2016			Feb 2016
Joe Antos	2010	2013	2016	Feb 2016
John Alexander	2009	2012	2015	Feb 2015
Todd Reasons	2014	2017		Oct 2014*
Patricia McLellan	2015			Feb 2015
Robert Roemmelt	2012	2015		Feb 2015
John Nozell	2017			July 2014*
Robert Grissom	2016			Feb 2014*
Richard Wardell <i>dec.</i>	2007	2010	2013	Feb 2013

David Orlovsky	2012	2015		Dec 2012*
Krista Niles-Updyke	2007	2010	2013	Feb 2014
Mary Pat Dolan	2008	2011	2014	Feb 2014
Michael Judd	2015			Feb 2013*
Tara Masters	2014			Feb 2014
Betsey Bacelli	2014			June 2012 *
Joseph Simmons	2012			Feb 2012
Joanne Aloï	2013			May 2011*
Brigid Allinger	2011			Feb 2011
Molly Lane	2011			Feb 2011
Robert Ivers	2008	2011		Feb 2011
Sister Marie Castagnaro	2007	2010		Feb 2010
Ian Harrop	2006	2009	2012	Feb 2010*
Charlie Burke	2010			Aug 2009*
Ray Denniston <i>dec.</i>	2009			Sep 2008*
Marianne Zuk	2009			Apr 2008*
Mary Meisner	2011			Feb 2008*
Anthony DeSanctis	2009			Dec 2007*
Anthony Ciccariello	2008			Dec 2007*
Thomas Gaige	2009			Nov 2007*
Jean Owens	2007			Feb 2007
Joseph Slavik	2006			Feb 2006
Jason Arnold	2006			Jan 2006
Beth Wasson	2007			Dec 2005*
Kathy Stein	2006			Jun 2005*
Russell Minier	2006			May 2004*
Michael Capalupo	2006			Jan 2004*
Cynthia Cave-Gaetani	2006			Nov 2003*

* denotes unfinished term

Diocese Rep.	Yrs. served
Anthony Barbaro	- 2019
Laura Opelt	2019 - 2020
Jack Balinsky	2020 - 2021
Karen Dehais	2022 -

FOOD BANK OF THE SOUTHERN TIER
Board of Directors

PROPOSED 2023 ELECTION SLATE OF DIRECTORS & OFFICERS

RE-ELECTION OF DIRECTORS FOR 3rd TERM TO EXPIRE 02/2026

Alison Wolfe?

RE-ELECTION OF DIRECTOR FOR 2nd TERM TO EXPIRE 02/2026

Erin Summerlee
Marty Heysham

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

Jamila Michener?

ELECTION OF OFFICERS FOR ANNUAL TERMS TO EXPIRE 02/2024

CHAIRPERSON: ~~Joe Thomas~~

VICE CHAIRPERSON: Mary Pat Dolan?

TREASURER: Steve Hoyt?

SECRETARY: Jessica Renner?

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

Karl Krebs?

Created: 3/28/2022