

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Committee Meeting
October 1, 2020
8:30-9:30 AM

AGENDA

| TOPIC | FACILITATOR | ACTION | TIME |
|--|--------------------|---------------|-------------|
| 1. Welcome & Call to Order | Grace Park | | 2 |
| 2. Opening Prayer | Grace Park | | 2 |
| 3. Approval of August 6, 2020 Meeting Minutes | Grace Park | Approve | 1 |
| 4. Check-in | Grace Park | | 10 |
| 5. BOD Recruitment <ul style="list-style-type: none">• 2021 BOD Slate | Natasha Thompson | Discuss | 10 |
| 6. Confidentiality Policy for Committee Members | Natasha Thompson | Discuss | 10 |
| 7. Follow-up Items <ul style="list-style-type: none">• BOD Operating Policies & Procedures• Committee Description & Tracking Calendar | Grace Park | Discuss | 15 |
| 8. Other Business | Grace Park | Discuss | 5 |

Next Meeting

December 3, 2020

8:30-9:30 AM

Opening Prayer: Mary Pat Dolan

RSVP to Lynn Dates: Lynn.Dates@foodbankst.org

Food Bank of the Southern Tier

Nominating & Corporate Governance Committee Meeting

Thursday, August 6, 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 8:30 a.m.
2. **Opening Prayer** - Marty Heysham gave the opening prayer.
3. **Approval of April 23, 2020 Meeting Minutes** - Maureen Ferrell pointed out two corrections to the June minutes: #5 correct spelling of Maureen's last name and #8 correct usage of 'oversite' to 'oversight'.
Mary Pat Dolan made a motion to approve the June 4, 2020 minutes.
Bill Powell seconded. All were in favor. None opposed.

4. **Check-in** - All present gave an update on their personal/professional lives.

5. **Follow-up Items:**

Conversations with BOD members - Grace shared that current board members Karl Krebs, Steve Hoyt, Shannon Matteson, and Jessica Renner have all agreed to serve another term. Additionally, Karl Krebs agreed to replace Carin Rouleau as Representative of FBST BOD to Diocesan Catholic Charities Board of Directors when her term is complete.

BOD Matrix - Natasha reviewed the BOD Matrix results, indicating member characteristics with higher percentages, noting that finding representatives from Schuyler and Tioga counties is always challenging. Grace noted that there are two BOD spots open and plans to urge fellow members to recommend candidates who represent racial diversity and younger people. The group discussed new member possibilities. Natasha reinforced the prioritization of racial diversity versus geographic diversity. Mary Pat will reach out to a church connection that Natasha offered. Natasha will reach out to J.R. Clairbourne to see if he has religious community connections that he can recommend. Additionally, Alison and Natasha spoke highly of Michelle Johnson, CEO of the Elmira YWCA. Natasha reminded the group that they will need to have identified candidates by October. Grace confirmed that she will address this topic at the next BOD meeting and note the areas of focus.

BOD Mentorship Program - Grace thanked Maureen for her work on the third draft of the Board Mentoring Policy. Grace will reformat and finalize the policy so it's ready for BOD presentation and approval in September.

BOD Diversity Assessment Tools - Natasha provided information about Feeding America's biennial audit and shared examples of the diversity tool that is required with the audit. Mary Pat expressed that this might be a pivotal moment for the Food Bank with regard to addressing diversity as a systemic process. Natasha agreed

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and noted that a recently funded proposal through Feeding America will allow the Food Bank to expand services and provide outreach to historically underserved communities, which are broadly defined by Feeding America. She went on to explain that this funding will provide resources for us to do an assessment with consultant Lisa Horn and further retain another consultant to work on diversity, equity, and inclusion to help guide our priorities. The group discussed what other corporations and non-profit organizations might be doing to incorporate this level of addressing diversity. In short, Natasha noted that it makes sense to keep this topic active at Executive Committee level, passing specific governance aspects to Nominating & Corporate Governance Committee when appropriate with guidance from a consultant who would be working alongside the leadership team. Mary Pat reinforced that the purpose of creating a diversity document or working with a diversity tool is to help understand and address the issue at a deeper level which she feels is the Board's responsibility.

Succession Plan Draft - Grace reviewed an example of a succession plan template. Maureen and Bill pointed out that procedures for the Board will need to accompany a succession plan as part of a complete document. The group agreed that these materials will be marked confidential and not posted in the web portal. Further discussion of the topic was tabled for discussion at next meeting.

6. General Governance & BOD Policies:

Review & Revise BOD Operating Policies - Grace confirmed that the three policies for which Nominating & Corporate Governance are responsible are in great shape, asking Alison and Marty to provide in-depth review and provide feedback to the Committee at the next meeting. She asked that copies of the policies be distributed to the entire committee.

Review & Revise Committee Descriptions - tabled

Review & Revise Committee Tracking Calendars - tabled

Update BOD Manual - Grace requested that the group review in advance, and then discuss the Committee Description at the next meeting. Further discussion of the topic was tabled for discussion at next meeting.

7. Other Business

The meeting adjourned at 9:37 a.m.

Minutes respectfully submitted by,

Lynn Dates
Executive Assistant to
Natasha Thompson
President & CEO

Next Meeting
October 1, 2020
8:30-9:30 AM
Opening Prayer: Grace Park

| Follow-up Items This meeting | Responsible | Date due |
|--|--------------------|-----------------|
| At next BOD meeting, urge fellow BOD members to recommend candidates who represent racial diversity and younger people | Grace | 9/17/20 |
| Reach out to a church connection that Natasha offered | Mary Pat | 10/1/20 |
| Reach out to J.R. Clairbourne | Natasha | 10/1/20 |
| Reformat and finalize the Board Mentor Policy for BOD presentation and approval in September. | Grace | 9/17/20 |
| Reformat August N&CG packet on web portal | Lynn | 8/6/20 |
| Send policies to Committee members | Lynn | 8/6/20 |
| Review Committee Charter | All | 10/1/20 |

FOOD BANK OF THE SOUTHERN TIER
Board of Directors

PROPOSED 2021 ELECTION SLATE OF DIRECTORS & OFFICERS

RE-ELECTION OF DIRECTOR FOR 3rd TERM TO EXPIRE 02/2024

Steve Hoyt
Joe Thomas

RE-ELECTION OF DIRECTORS FOR 2nd TERM TO EXPIRE 02/2024

Karl Krebs
Shannon Matteson
Jessica Renner

ELECTION OF DIRECTORS FOR 1st TERM TO EXPIRE 02/2024

Fred VanSickle?
Peggy Odom-Reed?

ELECTION OF OFFICERS FOR ANNUAL TERMS TO EXPIRE 02/2022

CHAIRPERSON: Joe Thomas

VICE CHAIRPERSON: Mary Pat Dolan

TREASURER: Steve Hoyt

SECRETARY: Jessica Renner

ELECTION OF DOR BOD REP. FOR ANNUAL TERM TO EXPIRE 02/2022

Karl Krebs

Created: 9/17/2020



FRED VAN SICKLE, vice president for Alumni Affairs and Development, is the university's chief fundraiser, overseeing the team responsible for building alumni engagement worldwide and securing private support from individuals and institutions for the University.

Before joining Cornell in January of 2016, Fred served Columbia University as Executive Vice President for Alumni and Development. During his 12 years there he played a pivotal role in planning, executing, and completing the \$6.1 billion Columbia Campaign. Fred also served as chief development officer at the Institute for Advanced Study in Princeton, New Jersey; associate vice president for Development and assistant dean for Development for the College of Literature, Science, and the Arts at the University of Michigan; vice president for Alumni and Development and secretary of the College at Lake Forest College (his undergraduate alma mater); and director of Principal Gifts at Princeton University.

Fred holds a Master of Education degree from Harvard University and a Doctor of Education degree from the University of Pennsylvania. He serves as a trustee of the Finger Lakes Land Trust.

**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) 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: 9/1/20

Full Name: Fred Van Sickle

Address: 12 Waterview Circle, Ithaca, NY 14850

Phone: 609-480-8801

E-mail: fmv7@cornell.edu

Occupation (current and/or past): Vice President for Alumni Affairs and Development, Cornell University

Volunteer Activities/Board Services (current and/or past): Current board member, Finger Lakes Land Trust
Former board member, Arm in Arm (chair, Princeton, NJ), International House (New York City), and Holland Society of America (New York City)

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

What about the Food Bank motivates you to consider serving on its Board of Directors? The Food Bank's mission and services have never been more essential to the health of our region. It would be an honor to help the organization navigate in these challenging times.

What would you hope to gain or learn from your participation on the Food Bank Board? I find board service to be a great outlet and compliment to my day job staffing volunteers and supporting another fine mission. It grounds me in the volunteer experience.

In what areas of board service do you see – or would you like to see – yourself making a meaningful contribution? I interested in the Nominating and Corporate Governance Committee and would be happy to do informal advising for the development program.

What experience, skills, abilities, and/or talents do you bring to the Food Bank and its Board of Directors? Extensive non-profit management and board experience.

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.

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

Confidentiality

Introduction

Nonprofit leaders may find themselves challenged to find the right balance between transparency and confidentiality. Nonprofit organizations are required by law to disclose certain information, such as their IRS Form 990 or 990-PF. In addition, many states have sunshine laws — open meeting laws — that require certain nonprofits to make at least some portions of their board meetings open to the public.

Beyond that, it becomes more complicated. On the one hand, it is often in an organization's best interest to share information with donors, stakeholders, and the general public in order to demonstrate its positive impact on the community. On the other hand, nonprofit organizations operate in a demanding and competitive environment. Like any business, they need to plan, manage, and oversee their operations internally on a regular basis. Part of the board's duty of loyalty is to maintain the confidentiality of core organizational information.

Nonprofit organizations often deal with sensitive information about clients, donors, employees, and volunteers. Confidentiality policies are important to an organization's credibility and reputation, and both board and staff should understand their responsibilities in this area.

Key Elements

- Boards are often exposed to confidential information critical to the well-being of the organization. Information that generally is considered confidential and/or privileged includes planning documents; business and legal negotiations; client, customer, and patient records; personnel files; anonymous donor records; security guidelines; and any other matters discussed in executive sessions.
- For some nonprofits, because of their service area (e.g., domestic violence) and/or organizational complexity (e.g., hospitals), it is more efficient to proactively categorize certain documents and information as confidential. For other organizations, the board may, in briefing packets and during meetings, identify specific items that are confidential, thereby reminding board members of their commitment to confidentiality. Taken further, the board may vote on whether certain sensitive issues and/or discussions are confidential in nature.

Practical Tips

- ✓ Acknowledge the contradiction between confidentiality and transparency broadly. At the same time, educate board and staff about nonprofit public disclosure requirements. Explain that confidentiality, when properly adhered to, does not contradict the organization's need to remain publicly accountable for its actions.

- ✓ Make the confidentiality policy part of the board member and new staff orientation.
- ✓ Discuss the reasons for confidentiality. By understanding the purpose, it is easier to abide by the policy.
- ✓ Connect the confidentiality policy to board members' duty of loyalty, which obligates them to act in the best interest of the organization.
- ✓ Ensure that client privilege for confidentiality is respected. Do not share any information that relates to your clients — even identification of who they are, except under certain circumstances. Confidentiality should be automatic in the case of lawyer-client or accountant-client relationships.
- ✓ In the confidentiality policy, recognize legal requirements for confidential records (e.g., HIPAA, personnel files, national security).

Sample Confidentiality Policies

The six confidentiality policies range from overarching guidelines to detailed documents, and they take into account some concerns specific to certain kinds of nonprofits.

1. This very brief policy is a basic statement of values relating to confidentiality.
2. This general policy provides board and staff members with broad guidelines for handling confidential information.
3. This policy identifies particular information that is confidential, and includes a disciplinary policy for staff. While parts of it are specific to membership organizations, the scope and intent of it is relevant for all organizations.
4. This policy provides more specificity about what information must be kept confidential. While parts of it are specific to foundations and their grantees, the scope and intent of it is relevant for all organizations.
5. This specific policy outlines what information (e.g., names and addresses)
6. and documents may not be disclosed. A few items are specific to community foundations, but the level of detail could be easily adapted for other nonprofits.
7. This confidentiality policy explicitly states what information employees are prohibited from disclosing during and after their employment, and it requires a signature.

Sample #1

This very brief policy is a basic statement of values relating to confidentiality.

Confidentiality is a hallmark of professionalism. XYZ employees and trustees

1. Ensure that all information that is confidential or privileged or that is not publicly available is not disclosed inappropriately.
2. Ensure that all nonpublic information about other persons or firms acquired by XYZ personnel in dealing with outside firms on behalf of XYZ is treated as confidential and not disclosed.

Sample #2

This general policy provides board and staff members with broad guidelines for handling confidential information.

It is the policy of XYZ that board members and employees of XYZ may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with XYZ to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom XYZ has authorized disclosure. Board members and employees shall use confidential information solely for the purpose of performing services as a board member or employee for XYZ. This policy is not intended to prevent disclosure where disclosure is required by law.

Board members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, board members and employees should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a board member's term in office or upon the termination of an employee's employment, he or she shall return, at the request of XYZ, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession.

Sample #3

This policy identifies particular information that is confidential, and includes a disciplinary policy for staff. While parts of it are specific to membership organizations, the scope and intent of it is relevant for all organizations.

CONFIDENTIALITY POLICY

Confidentiality is a basic element of the operation of XYZ. To protect the confidentiality of fellow employees and the organization, no information concerning other employees or XYZ business is to be discussed with anyone except when necessary for the purpose of daily business.

Member information shall be kept strictly confidential. Only those authorized personnel directly responsible for services to the member shall discuss or have access to this information. Care shall be exercised to be certain that unauthorized individuals do not overhear discussion of confidential information.

Employees and directors of XYZ understand and agree that during their employment and/or service they may obtain information and documents which is confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of employment or service. As such, all employees and directors are required to return any such documents containing privileged or confidential information at the time of the termination of employment or expiration of service.

Any such employee or director that divulges confidential or privileged information, whether during or after his term of employment or service, is subject to appropriate discipline, including dismissal, or other criminal sanctions. Employees and directors recognize that the employer has a proprietary interest in any such information and/or documents and would be irreparably damaged as a result of any disclosure or dissemination thereof.

Breaches of confidential information are subject to disciplinary action up to and including immediate termination and/or removal.

Sample #4

This policy provides more specificity about what information must be kept confidential. While parts of it are specific to foundations and their grantees, the scope and intent of it is relevant for all organizations.

CONFIDENTIALITY POLICY

Any information about XYZ Foundation and its applicants, grantees, donors, prospective donors, and any personal information about employees or other confidential information obtained by board, staff, and consultants as a result of working with the foundation should be considered confidential and should be discussed only as appropriately required in connection with the foundation's work. All information

concerning an applicant, grantee, donor, prospective donor, or other confidential information must be maintained in confidence, and particular care must be taken to avoid discussion of foundation affairs with third parties, unless authorization to do so is obtained from the chief executive, or as required by law.

All files, documents, and working papers of the foundation are the property of the foundation. Any board member, staff member, or consultant who purposely, or through a failure to exercise reasonable care, causes confidential information to be disclosed will be subject to disciplinary action, up to and including termination. The obligation to keep information confidential continues after an employee, board member, or consultant ceases to be employed by or affiliated with the foundation.

Personal Addresses

It is the policy of the foundation not to give out staff or committee member's personal addresses or phone numbers to outside persons (with the exception of the human resource department's dealings with benefit providers). Anyone asking for personal information on staff or committee members should be instructed to forward all calls, mailings, or invitations to the foundation office.

Sample #5

This specific policy outlines what information (e.g., names and addresses) and documents may not be disclosed. A few items are specific to community foundations, but the level of detail could be easily adapted for other nonprofits.

CONFIDENTIALITY POLICY FOR BOARD MEMBERS, COMMITTEE MEMBERS, AND STAFF

The following policies apply to members of the XYZ board, its staff, volunteers, and to members of committees authorized by the board. References in the policies to board members are intended also to apply to committee members.

1. Board and Committee Meetings: On any vote of the board, both the numbers of affirmative and negative votes and the individual votes of board members, unless specifically requested by a member otherwise, shall be confidential but the record of individual votes must be kept on file.
2. Board, committee, and staff members shall not disclose to anyone outside of XYZ the statements, positions, or votes by any board or committee member on actions taken by the board or its committees. Only in extraordinary situations will a board or committee member disclose his or her position or vote on a board or committee action, and only after advising the board's chair before making such a disclosure.
3. The general "sense of the board" on a particular matter may be conveyed to an applicant, grantee, vendor, or donor when the sharing of such information is helpful

- in conveying the board's concerns. However, such information should only be shared with the concerned party. In addition, such information may be shared with a donor or with another grantmaker when the information has been requested and is deemed important in helping the donor or grantmaker arrive at an informed decision on a grant proposal or opportunity.
4. Executive Sessions: The minutes of the board meeting shall indicate when the board goes into executive session but shall not normally reflect any of the topics or discussion that occurs in executive session. However, when the board takes an action in executive session that needs to be recorded, the board chair will provide any such text that is to be included in the official minutes of the meeting.
 5. Board and Program Committee Docket: The docket prepared for the board and staff is confidential and should be treated as an internal document restricted to XYZ use. No portion of the docket may be shared, in written or oral form, with any individual or with any organization outside of XYZ. Exceptions may be made only with the consent of the chief executive.
 6. Personal Information on Staff and Board Members: The home addresses, telephone numbers, fax numbers, and e-mail addresses of board, committee, and staff members are not to be given out to any individual or organization without the express permission of the person to be disclosed.
 7. Information on a Donor's Fund: All information concerning a donor's fund, other than information published in the annual report, newsletter, or XYZ publication, shall remain confidential unless approved by the donor. This includes information on the size and types of grants, the size of the fund, and other such information.
 8. Information on Donors and Prospects: All information obtained about donors and prospective donors will remain confidential and not discussed with any individual other than a board or staff member, unless otherwise authorized by the donor or prospective donor.
 9. The home addresses, telephone numbers, fax numbers, or e-mail addresses of donors and prospective donors are not to be given out to any individual or organization without the express permission of the person to be disclosed.
 10. When a donor requests that his or her gift or fund be treated as an anonymous gift or fund, the donor's wishes are to be honored by both board and staff members.
 11. All staff members shall adhere to the principle that all donor and prospect information created by, or on behalf of, XYZ is the property of XYZ and shall not be transferred or utilized except on behalf of XYZ.

In signing this statement, I confirm that I have received a copy of the Confidentiality Policy and agree to abide by the guidelines set forth therein.

Please print name: Board Member, Committee Member, Staff Member

Signature: Board Member, Committee Member, Staff Member

Date

Sample #6

This confidentiality policy explicitly states what information employees are prohibited from disclosing during and after their employment, and it requires a signature.

CONFIDENTIAL INFORMATION

The employees of XYZ manage and have access to confidential information that must stay within our organization. Confidential information includes, but is not limited to, our donors, supporters, employees, marketing processes, as well as our financial information, which includes current and future business plans, our computer and software systems and processes, personnel information, and associated documents. Employees are not permitted to share this confidential information with anyone outside the organization, or to remove or make copies of any of XYZ's records, reports, or documents in any form, without prior management approval. Disclosure of confidential information may lead to disciplinary action, which may include termination of employment, as well as other possible legal action. Additionally, employees of XYZ are prohibited during and/or after employment from using XYZ's confidential information in any form for their own purposes or for those of other persons or entities. Finally, all confidential information relative to XYZ, regardless of its form, must be returned to the organization at the time of termination of employment with the organization.

Statement of Understanding and Agreement

I am aware that, during the course of my employment, confidential information will be made available to me. Further, I understand that this information is proprietary and critical to the success of XYZ and may not be distributed or used outside of XYZ premises or with non-XYZ individuals. In the event of my termination of employment, whether voluntary or involuntary, I hereby agree that I will not utilize or exploit this information for my own personal gain, or share it with any other individual, nonprofit agency, or company.

Signature

Date

Print Name

Suggested Resources

- Frey, Jeannie C. and George W. Overton, eds. *Guidebook for Directors of Nonprofit Corporations*. Chicago, IL: American Bar Association, 2002.
- Kurtz, Daniel L. and Sarah E. Paul. *Managing Conflicts of Interest: A Primer for Nonprofit Boards*. Washington, DC: BoardSource, 2006.

FOOD BANK OF THE SOUTHERN TIER
Committee Member Code of Conduct & Code of Ethics

CODE OF CONDUCT: As a committee 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 accountable to this organization and will support its mission to build and sustain hunger-free communities throughout the Southern Tier.
3. I am responsible for supporting and endorsing the programs of the Food Bank.
4. I will be available for phone consultation and actively participate in committee work.
5. I will assist in the identification and recruitment of new committee and board members.
6. I will participate in the evaluation of the President/CEO and support the incumbent's ongoing development.
7. I will actively promote and advocate for the Food Bank in the community.

To facilitate my ability to meet my committee obligations, the Food Bank of the Southern Tier is responsible to me in the following 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 committee member.
2. I will be provided, without request, necessary operational information.
3. I can call on the President/CEO and appropriate Food Bank staff to discuss programs and policies, goals and objectives as appropriate.

CODE OF ETHICS: As a committee member, I will:

- Maintain the confidentiality of all Food Bank business.
- Listen carefully to and respect the opinions of fellow 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 committees.
- Participate actively in committee meetings.
- Bring to the attention 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.

STATEMENT OF AGREEMENT: I hereby confirm that I have received a copy of the Committee Member Code of Conduct & Code of Ethics and agree to abide by the requirements of these statements and to inform the Committee Chairperson immediately if I believe any violation (unintentional or otherwise) of these statements has occurred. 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 committee service.

Name: _____ Committee(s): _____

Signature: _____ Date: _____

FOOD BANK OF THE SOUTHERN TIER
Confidentiality Policy for Committee Members

Committee members of the Food Bank of the Southern Tier (“FBST”) manage and have access to confidential information that must stay within the organization. Confidential information includes, but is not limited to, our members, supporters, partners, employees, marketing processes, as well as our financial information, which includes campaign contributions, current and future business plans, our computer and software systems and processes, personnel information, and associated documents. This policy is not intended to prevent disclosure where disclosure is required by law.

To protect the confidentiality of fellow members, employees and the organization, no information concerning other members, employees or FBST business is to be discussed with anyone except when necessary for the purpose of daily business. Care shall be exercised to be certain that unauthorized individuals do not overhear discussions of confidential information.

Committee members understand and agree that during their service they may obtain information and documents which are confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of service.

The following policies apply to members of committees authorized by the board.

1. Committee members shall not disclose to anyone outside of FBST the statements, positions, or votes by any board or committee member on actions taken by the board or its committees.
2. **Committee Agendas and Packets:** All packets prepared for meeting use are confidential and should be treated as internal documents restricted to FBST use. No portion of the agenda may be shared, in written or oral form, with any individual or with any organization outside of FBST. Exceptions may be made only with the consent of the board.
3. **Personal Information on Staff, Committee, and Board Members:** The home addresses, telephone/cell phone numbers, fax numbers, and email addresses of board, committee, and staff members are not to be given out to any individual or organization without the express permission of the person to be disclosed.
4. **Information on Directors, Members, and Prospects:** All information obtained about directors, members and prospective members will remain confidential and not disclosed or provided to any individual other than another board member, committee member, or staff member.
5. When contributing members request that their sponsorship or contribution be treated as anonymous, their wishes are to be honored by committee members.
6. All committee members shall adhere to the principle that information created by, or on behalf of, FBST is the property of FBST and shall not be transferred or utilized except on behalf of FBST.

Any such committee member that divulges confidential or privileged information, whether during or after their term of service is subject to appropriate discipline, including dismissal. Committee members recognize that FBST has a proprietary interest in any such information and/or documents and would be irreparably damaged as a result of any disclosure or dissemination thereof.

STATEMENT OF UNDERSTANDING AND AGREEMENT: I am aware that, during the course of my service, confidential information will be made available to me. Further, I understand that this information is proprietary and critical to the success of FBST and may not be distributed or used outside of FBST premises or with non-FBST individuals. I hereby confirm that I have received a copy of the Confidentiality Policy and agree to abide by the requirements of this policy and this statement and to inform the Board Chairperson immediately if I believe any violation (unintentional or otherwise) of the policy or this statement has occurred.

Name: _____ Term Dates/Committee Name: _____

Signature: _____ Date: _____

FOOD BANK OF THE SOUTHERN TIER

Board of Directors

Committee Description

NOMINATING & CORPORATE GOVERNANCE COMMITTEE

PURPOSE:

The Nominating & Corporate Governance Committee (NCGC) is responsible for the on-going recruitment, education and nomination/re-nomination of new and existing Directors of the Food Bank of the Southern Tier's (FBST) Board of Directors (BOD). The NCGC will establish and maintain an orientation and continuing education program for the BOD. It is responsible for monitoring the overall effectiveness of the BOD and its Directors and of governing in compliance with all laws, regulations and best practices pertaining to corporate governance. The committee shall seek, nominate, provide relevant knowledge to, and evaluate performance of Directors; assist the Chairperson in appointment of members of committees of the Board; and oversee corporate governance practices of the Board and its committees.

RESPONSIBILITIES:

In fulfilling its charge, the NCGC is responsible for the following activities and functions:

Nominating

- Plan Directors' recruitment, orientation, education, and evaluation of overall BOD effectiveness.
- Review the participation of Directors prior to reappointment.
- Identify and select candidates for committees of the BOD using criteria for BOD services as a guide.
- Nominate/re-nominate Directors for election thereof at BOD meeting.
- Nominate/re-nominate BOD officers in consultation with the Executive Committee.
- Review future board leadership needs (committee chairs and officers), identify potential candidates for appropriate grooming and training for these positions, and recommend same to the Executive Committee.
- Maintain an awareness of the needs of the BOD.
- Plan for orientation and education of Directors and non-Directors of BOD committees. Provide an orientation program for new Directors.
- Facilitate a biennial Director and BOD self-evaluation by each Director.

Corporate Governance

- Review and check on update of policies and procedures, descriptions and tracking calendars of BOD and each of its committees.
- Consider and recommend appropriate goals and objectives to improve BOD effectiveness.
- Review and recommend to the BOD policies and practices pertaining to corporate governance.

COMPOSITION:

The Nominating & Corporate Governance Committee shall consist of at least the Chairperson, the Food Bank President/CEO, and up to four (4) Directors plus additional independent non-director members. It shall nominate Directors and officers for election at the Annual Meeting, and at other meetings when vacancies are to be filled.

MEETING SCHEDULE: NCGC meets six times a year and additionally as needed.

LIMITS OF AUTHORITY: NCGC submits recommendations to the BOD.

Date Developed: June 16, 2006 – final draft approval
Source: Board Source, St. Joseph's Hospital
Reviewed: December 2, 2010; October 6, 2012; February 2015

FOOD BANK OF THE SOUTHERN TIER
Nominating & Corporate Governance Review Committee
Critical Task List Tracking Calendar

| Task | Jan | Feb | April | Jun | Aug | Oct | Dec | As Needed |
|--|------------|-------------------|--------------|------------|------------|------------|------------|------------------|
| A. General Governance and Board Policies: | | | | | | | | |
| Review and consult Executive Committee on revision of BOD Operating Policies & Procedures. | | Report | | Begin | Prepare | | Complete | |
| Review and consult BOD Committees on revision of Committee Descriptions. | | Report | | Begin | Prepare | | Complete | |
| Review and consult BOD and Committees on revision of tracking calendars. | | Report | | | Begin | Report | Complete | |
| Conduct biennial BOD Evaluation and Director Self Evaluation | Distribute | Review/ Report | | | Begin | | Complete | |
| Ensure annual execution of BOD & Committee Members' agreements | X | Distribute | | | | | | |
| Update & distribute BOD Manual | | Distribute | | | Begin | | Complete | |
| Make biennial review of bylaws and propose amendments | | | | | | | | X |
| Conduct Exit Interviews with departing BOD Members | | | | | | | X | X |
| Review/revise BOD & Committee Members' agreements | | | | | | Begin | Complete | |
| Review BOD Diversity Assessment | | | | | | X | | |
| B. Orientation & Education: | | | | | | | | |
| Review/revise Operating Policies & Procedures for BOD Member orientation & education. | | | | | Begin | Complete | | |
| Assess BOD orientation & education programs. | Begin | | Complete | | | | | |

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| Provide for on-going board education through program presentations, board retreats, outside consultants, etc. | | | | | | | | | X |
| Conduct new board member orientation & education sessions. Provide board member manuals. | X | | | | | | | | |
| C. Board Member Recruitment: | | | | | | | | | |
| Board Member Recruitment (identifying new candidate pool). Review of board candidate pool in relation to needs and current Board & Committee Member summary profiles, and to nominations process. | | | | | | | | | X |
| Assess board & committee member profiles as they relate to current and future needs of Board & Committees. | | | | | | | | | X |
| Review/revise the <u>N&CG Identifying, Recruiting and Selecting Candidates Operating Policies & Procedures.</u> | | | | | | | | | X |
| Review/revise recruitment tools and materials including Board Member Prospect Sheet, Board & Committee Members Summary Profile Sheet, etc. | | | | | | | | | X |
| D. Annual Elections: | | | | | | | | | |
| Presentation of slate of nominees for Board membership and officers. | | | | | Begin | | | X | |
| Presentation of list of representatives and committee appointees. | | | | | | Begin | | X | |
| Election of Directors and Officers and appointment of representative and committees. | | X | | | | | | | |
| E. Miscellaneous Items: | | | | | | | | | |
| Review/revise FBST Code of Ethics | | | | | | | | | X |
| Approved: Jul 06 ---- Revised: Dec 06; Jul 07; Dec 07; Aug 09; Sep 10; Dec 13; Oct 17 | | | | | | | | | |