

**FOOD BANK OF THE SOUTHERN TIER**  
Nominating & Corporate Governance Committee Meeting  
January 30, 2018  
8:30-9:30 AM

**AGENDA**

<b>TOPIC</b>	<b>FACILITATOR</b>	<b>ACTION</b>	<b>TIME</b>
1. Welcome & Call to Order	Grace Kelly		2
2. Opening Prayer	Grace Kelly		2
3. Approval of December 6, 2018 Mtg. Minutes	Grace Kelly	Approve	1
4. Check-in	Grace Kelly		10
5. BOD Portal Review	Krista Matia	Discuss	20
6. Exit Interviews <ul style="list-style-type: none"><li>• Dave Radin</li><li>• Mark Bordeau</li></ul>	Natasha Thompson	Assign	5
7. Housekeeping Items <ul style="list-style-type: none"><li>• BOD Member Agreements &amp; Documents</li><li>• Conflict of Interest Policy</li></ul>	Grace Kelly	Review/Approve	20
8. Other Business <ul style="list-style-type: none"><li>• 2020 BOD Recruitment</li></ul>	Grace Kelly	Discuss	5

**Next Meeting**

April 3, 2019 8:30-9:30 AM

Opening Prayer: Bill Powell

*If you plan to join the meeting remotely, please inform Caroline Tolbert.*

**FOOD BANK OF THE SOUTHERN TIER**  
 Nominating & Corporate Governance Committee Meeting Minutes  
 December 06, 2018  
 8:30-9:30AM

Committee Member	X (by phone)	Unable to Attend
Grace Kelly (chair)	X	
Bill Powell	X	
Maureen Ferrell	X	
Dave Radin	X	
Mary Pat Dolan		X
<b>Ex-Officio</b>		
Natasha Thompson	X	
Nancy Miller		X
<b>Staff</b>		
Caroline Tolbert	X	

**1. Welcome & Call to Order**

Grace Kelly called the meeting to order at 8:47 am.

**2. Opening Prayer**

Caroline Tolbert led the opening prayer.

**3. Approval of October 16, 2018 Mtg. Minutes**

*Bill Powell made a motion to approve the October 16, 2018 minutes. Maureen Ferrell seconded. All were in favor. None opposed.*

**4. Check-In**

All present gave an update in their personal lives.

**5. Follow-up Items**

Grace reviewed the changes made to the by-laws with the merging of the Audit and Finance Committees. The Nominating & Corporate Governance Committee will now be responsible for handling conflict of interest.

**6. 2019 Slate & Committee Appointments**

Grace reviewed the proposed slate of directors and officers for 2019. Natasha commented that recruiting efforts need to be made to find BOD members in Broome County. It was suggested that Lockheed Martin, Binghamton University and Catholic Charities may be possible sources for candidates.

**7. Other Business**

The committee decided that the first Wednesday of the month worked for the 2019 meeting schedule. It was also agreed that one hour meetings (8:30-9:30am) will be the new format as well. The first meeting in 2019 will be held on Wednesday, January 30.

The meeting was adjourned at 9:23.

Minutes respectfully submitted by,

Caroline Tolbert

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**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 ~~the Chairperson~~ 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 ~~are~~ 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:

Source: Chautauqua Institution

**FOOD BANK OF THE SOUTHERN TIER**  
**Board of Directors**  
*Member Contact Information*

In order to update our records, please complete the *entire* form below. Please write in N/A for those areas that are not applicable

Name	
Home Address	
City, State, Zip	
Home Phone Number	
Cell Phone Number	
Home Email	
Spouse/Partner Name (if applicable)	
Business Address (if applicable)	
Business City, State, Zip	
Business Phone	
Business Cell	
Business Email	
Job Title	
What is the best way to reach you? (e.g. phone, email, text, Admin. Assistant, other)	
What is your primary phone number?	
What is your primary email address?	

**Food Bank of the Southern Tier**  
**Board & Committee Members Profile Worksheet**  
**Expertise/Skills/Personal Data**

<b>Age</b>	
21 – 35	
36 – 50	
51 – 65	
Over 65	
<b>Gender</b>	
Male	
Female	
<b>Race/Ethnicity (Check all that apply to you)</b>	
African American/Black	
Asian/Pacific Islander	
Caucasian	
Hispanic/Latino	
Native American/Indian	
Other Race/Ethnicity	
<b>Religious Affiliation</b>	
Roman Catholic	
Other Christian	
Jewish	
Muslim	
Hindu	
Buddhist	
No Affiliation	
Other (please specify: _____)	
<b>Community &amp; Civic Organizations (Check all that apply to you presently and in the past)</b>	
Faith-Based Organizations (e.g. Knights of Columbus)	
Civic Organizations (e.g. Lions, Rotary, Kiwanis, etc)	
Professional Organizations	
Local Government	
Other Boards of Directors (please specify: _____)	
Community Volunteer	
Other (please specify: _____)	
<b>Occupation Areas &amp; Expertise Areas (Check all that apply to you presently and in the past)</b>	
Accounting	
Administration/Management	
Banking/Trusts/Investments	
Development/Foundation/Fundraising/ Philanthropy	

Education	
Financial Management	
Food Industry	
Government	
Health	
Human Resources	
Law/Legal	
Marketing/Public relations	
Physical Plant (e.g. architect, engineer)	
Real Estate	
Retail/ Grocery	
Social Services	
Strategic Planning	
Technology	
Other (Please specify: _____)	
<b>County Representation (Where you reside)</b>	
Broome	
Chemung	
Schuyler	
Steuben	
Tioga	
Tompkins	
Other (please specify: _____)	
<b>FBST BOD/ Committee Representation (Check which you now serve on)</b>	
Board of Directors	
Executive Committee	
Finance Committee	
Audit Committee	
Nominating & Corporate Governance Committee	
Development Committee	

Revised August 2017

**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**

**Confidentiality & Conflict of Interest Statement**

**Confidentiality Statement**

As a member of the FBST BOD and/or a Committee of the BOD, I agree that the following information is confidential:

- ❖ Minutes of BOD and Committee Meetings
- ❖ Reports and Recommendations with the exception of these public records:
  - Audited Financial Report
  - Federal IRS Form 990
  - Press Releases
- ❖ Employee Personnel Information
- ❖ Client Information

Any information shared between FBST and its BOD and/or its committees, including emails, is confidential unless released by a vote of the Board or its authorized committee. Such confidential information in documentary form, when discarded, must be shredded, either by me or by FBST.

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**Conflict of Interest Statement**

As a member of the FBST BOD and/or a Committee of the of the BOD, and in accordance with Article III, Section 17, of the FBST Bylaws (which is appended to this statement), I agree that I will exercise honesty and fidelity to FBST's mission in the performance of my duties and in all my dealings with or on behalf of FBST. I will not use my position(s) on the BOD and/or its committee or any knowledge gained there from to financially or otherwise personally benefit myself, my family or my associates.

I hereby make the following statement:

- ( ) NO            I **DO NOT** have an existing or potential conflict of interest
- ( ) YES           I **DO** have the following existing and/or potential conflict(s) of interest to disclose (with whom, in what manner and for what expected duration):

Conflict	Potential Conflict

I list below other corporations or organizations of which I am an officer or member of the Board of Directors:

Organization	Position	Term
1.		
2.		
3.		
4.		
5.		

\*\*\*\*\*

**Execution Declaration**

I have reviewed the above Confidentiality and Conflict of Interest Statements and agree to their terms and conditions and, in regard to the Conflict of Interest Statement, I have made or added declarations/statements as appropriate.

\_\_\_\_\_  
**Member Signature**

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

\_\_\_\_\_  
**Member Name (Please Print)**

**Created:**      **10/30/02**

**Revised:**    **02/02/06**  
                  **09/15/06**  
                  **12/15/06**  
                  **12/21/07**  
                  **10/22/08**  
                  **12/18/08**  
                  **11/15/10**  
                  **2/17/11**  
                  **12/20/11**  
                  **10/17/13**  
                  **2/11/16**

## Conflict of Interest Policy

### Food Bank of the Southern Tier

The Food Bank of the Southern Tier (“FBST”) recognizes first-hand experience and involvement in the community as a positive attribute when selecting leaders. At the same time, we are aware that, particularly with members of the Board of Directors and committees, community activities will include involvement with organizations that may present a conflict of interest.

#### Conflict of Interest Policy

It is the policy of the FBST that no organization, business or individual shall receive special consideration due to a relationship with a FBST Board member, Committee member or staff person.

#### Conflict of Interest Definition

A “Conflict of Interest” is any transaction that is not a Related Party Transaction, but involves a transaction that could be perceived or interpreted to be in conflict with the FBST’s interest.

#### Related Party Transaction Definition

Any transaction, agreement or other arrangement in which a Related Party (see definition below) has a Financial Interest and in which the FBST or any Affiliate of the FBST is a participant.

A transaction shall not be a Related Party Transaction if:

- (i) the transaction or the Related Party’s financial interest in the transaction is *de minimis* including: a single transaction that does not exceed \$2,500; or
- (ii) the transaction would not customarily be reviewed by the FBST Board of Directors or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or
- (iii) a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the FBST serves as part of its charitable activities, and which benefit is available to all similarly situated members of the same class on the same terms.

#### Conflict of Interest and Related Party Transaction Practices

The following practices are adopted to assure that official actions taken by the FBST will not be affected by conflicting loyalties:

1. The responsibility for identifying and applying this Conflict of Interest Policy and Practices (the “Policy”) is placed on individual Board members, volunteers and staff.
2. A Director, Committee or staff member, who has a Conflict of Interest or who is a Related Party in connection with a Related Party Transaction with an organization, business or individual shall disclose the relationship at the meeting at which the action is being considered.
3. A Director, Committee or staff member with a Conflict of Interest or who is a Related Party in connection with a Related Party Transaction may not be present at or participate in the Board or Committee deliberation or vote on the matter giving rise to such conflict and may not attempt to influence improperly the deliberation or voting on such matter.

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4. The existence and resolution of the Conflict of Interest or Related Party Transaction shall be documented in the minutes of any meeting at which the conflict was discussed or voted upon.
5. The FBST shall only enter into a transaction involving a Conflict of Interest or a Related Party Transaction if the transaction is fair, reasonable and in the FBST's best interest.

Related Party Transactions shall also be subject to the following requirements:

- A Related Party Transaction must be approved by the FBST Board of designated committee of the Board before the FBST enters into the Related Party Transaction.

The FBST Board or designated committee of the Board must make its decision with reliance on appropriate data about comparable arrangements, to the extent they are available.

#### Annual Disclosure of Potential Conflicts

Prior to the initial election, and annually thereafter, each officer, Director and Key Person shall complete, sign and submit to the Secretary of the Board a written statement identifying, to the best of the Individual's knowledge, any entity (a) with which the FBST has a relationship; and (b) of which such individual (i) has a Financial Interest or Controlling Interest, or (ii) of which such individual has a Financial Interest or Controlling Interest, or (iii) is an officer, director, trustee, member or employee.

#### Other Definitions

The FBST assumes any reference to a Director, officer or Key Person's associations also refers to their Relatives.

Financial Interest: a direct or indirect ownership, investment interest or compensation arrangement that may materially or financially benefit a Related Party or a committee member.

- Related Party is defined as the following:

(a) Any individual who currently serves as:

- a voting member of the Board of Directors of the FBST or any Affiliate of the FBST;
- an officer of the FBST or any Affiliate of the FBST;
- a Key Person of the FBST or any Affiliate of the FBST; or
- any other person who exercises the powers of directors, officers or Key Persons over the affairs of the FBST or any Affiliate of the FBST.

(b) Any Relative of those persons listed in (a) above. A Relative includes: spouse; domestic partner as defined in New York Public Health Law Section 2954-A; ancestors; brothers and sisters (whether whole or half-blood); children (whether natural or adopted); grandchildren; great-grandchildren; and spouses or domestic partners of brothers, sisters, children, grandchildren, and great-grandchildren.

(c) Any entity in which an individual listed in (a) or (b) has a Controlling Interest. A Controlling Interest is defined as:

- for corporations, ownership (directly or indirectly) of more than 35% of the combined voting power;
- for partnerships or personal service corporations, ownership (directly or indirectly) of more than 5% of the profits interest; and

- for trusts or estates, ownership (directly or indirectly) of more than 35% of the beneficial interest.
- Key Person includes any person, *other than a director or officer*, whether or not an employee of the FBST, who:
  - (a) has responsibilities, or exercises powers or influence over the FBST as a whole similar to the responsibilities, powers, or influence of directors and officers;
  - (b) manages the Corporation or a segment of the FBST that represents a substantial portion of the activities, assets, income, or expenses of the FBST, which for these purposes shall be ten percent (10%); or
  - (c) alone or with others controls or determines a substantial portion of the FBST's capital expenditures or operating budget, which for these purposes shall be ten percent (10%).
- Affiliate is any entity controlled by, or in control of, the FBST.

Effective [DATE]

**FOOD BANK OF THE SOUTHERN TIER**

**Board of Directors**

**2019 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.

<b>Current Board Members</b>	<b>First Term Ending</b>	<b>Second Term Ending</b>	<b>Third Term Ending</b>	<b>Committees</b>
Nancy Miller	2014	2017	2020	Executive, Finance
Carin Rouleau	2015	2018	2021	N&CG
Peter Newman	2016	2019	2022	Development
Grace Kelly	2017	2020		N&CG
Sheri Hughey	2017	2020		Advocacy
Steve Hoyt	2018	2021		Executive, Finance
Joe Thomas	2018	2021		Executive, Development
Michael Eisner	2019	2022		Finance
John Bayne	2019	2022		Development
Mary Pat Dolan	2019	2022		Executive, N&CG
Alison Wolfe	2020			Development
Lorna Swaine-Abdallah	2021			Advocacy
Jessica Renner	2021			Development
Shannon Matteson	2021			Finance
Karl Krebs	2021			Finance
Christina Sonsire	2022			N&CG
Anis Fadul	2022			Development
<b>Past Board Members</b>	<b>First Term Ending</b>	<b>Second Term Ending</b>	<b>Third Term Ending</b>	<b>Actual Term End Date</b>
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	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	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	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



# RECRUITING BOARD MEMBERS

Having an organized recruitment process in place not only makes it possible to fill vacancies on a board in an effective and speedy manner, but it creates a foundation for building a skillful and diverse board. It allows the organization to cultivate potential candidates and to prepare them to join the board when the time is right.

### **Board profile**

To achieve the best results, define goals first. Start by analyzing the present composition of your board. A board profile can help you determine the specific skills and qualities that would benefit your board. Do you need to find more people who are particularly well connected with your constituents? Is your board diverse enough to enable you to benefit from different points of view? Do you need extra fundraising capacity? BoardSource has an extensive sample matrix tool in its publication *The Board Building Cycle: Nine Steps to Finding, Recruiting, and Engaging Nonprofit Board Members*.

### **Governance committee**

The search for board members should be ongoing. The role of the governance committee is essential for board member recruitment as it focuses on this process on a regular basis. Normally the board chair appoints members to this committee who know the organization thoroughly, have extensive contacts in the community, and are fair judges of candidates. Their task is to find the best candidates, convince them of the benefits of board service, present the candidates to the full board, and after the final nomination, make sure the new board members are well equipped to do the best possible job.

### **Search strategies**

A continually changing and growing pool of candidates adds to the success of a governance committee. Committee members constantly need to observe their environment and community to locate suitable prospects. At the same time, valuable people must be made to feel that they want to be part of this particular organization. Committee members need to enhance the profile of the organization and make its mission known. They need to portray the board member's role objectively and accurately as well as laying out the challenge in positive terms. In other words, mere willingness to join is not enough; explicit commitment to serve is a must.

### **The chief executive's role in the recruitment process**

The chief executive, having the most intimate knowledge of the organization, can provide valuable assistance to the nominating committee by assessing the board's current needs, identifying valuable prospects, and helping to inform and integrate new board members into their new roles. Some nonprofit leaders believe that the chief executive should be excluded from the recruitment process because of the possibility of a conflict of interest. Either way, however, it is the full board that votes on the admission of new members.

### **Cultivation process**

Molding prospects into willing, eager, and capable new board members can be time-consuming. Decide first who is going to make the initial contact. If a board member knows the prospect, he or she might extend an invitation to the first meeting. The chair should follow up with a letter and appropriate material describing the organization. Subsequent contacts can build on previous feedback. They may include an invitation to your special events (concert, exhibition), a tour of the services (homeless center, hospice unit, new office building), lunch with board members, or encouragement to attend a board meeting. But it is important to be sensitive to the reaction of the prospect: if he or she clearly indicates that this is not the right time for him/her to take on additional responsibilities, you should acknowledge it. Either renew contact at a later date or devise alternate ways for him or her to contribute.

### **Extending the invitation**

If the pursuit has been successful and the prospect clearly indicates his or her willingness to being considered as an official candidate (after understanding what the commitment means), the governance committee presents him or her to the full board for a vote. Voting on new board members takes place annually as the time arrives for some of the board members to rotate off after their term is up; it also may be necessary to fill a sudden vacancy. After the board has approved membership, the chair or another suitable board member will extend an official invitation to the newly chosen member.

### **Orientation**

All newly elected board members need a thorough orientation, no matter how extensive their previous board

experience is. Every board has its special characteristics, personal dynamics, requirements for involvement, and a structure that needs clarification. The governance committee with the chief executive's involvement is normally in the best position to organize regular orientation for new board members, taking care to invite as many current members as possible.

### *References*

*The Board Building Cycle: Nine Steps to Finding, Recruiting, and Engaging Nonprofit Board Members*

*Nonprofit Board Answer Book*

Both are available at [www.boardsource.org](http://www.boardsource.org) or by calling 202-349-2500.

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