

Nominating & Corporate Governance Committee Meeting
 October 5, 2023
 8:30-9:30 am (via Zoom)



AGENDA

<u>TOPIC</u>	<u>FACILITATOR</u>	<u>ACTION</u>	<u>TIME</u>
1. Welcome & Call to Order	Fred Van Sickle		2
2. Opening Prayer/Poem/Positivity	Alison Wolfe		2
3. Approval of August 3, 2023, Minutes	Fred Van Sickle	Approve	1
4. Check-in	Fred Van Sickle		2
5. 2024 BOD Officer Recruitment	Fred Van Sickle	Discuss	10
6. 2024 BOD Slate Recruitment	Fred Van Sickle	Discuss	10
7. Move December N&CG to November 2 or 9	Mark Bordeau	Discuss/Approve	10
<ul style="list-style-type: none"> • Have a quick Meeting to Just Approve Slate of Officers and BOD Slate • Move December Meeting Completely 			
8. Other Business- 2024 BOD Meeting Dates (6 vs 7)	Fred and Mary Pat	Discuss	7
January 2024 March 2024 May 2024 or June 2024 August 2024 September 2024 November 2024	February 2024 May 2024 June 2024 August 2024 September 2024 November 2024		

9. Set November Agenda Fred Discuss 10
- 2024 BOD Slate Recommendation
 - 2024 DOD Slate of Officers Recommendation
 - Committee Description Review (distribute to committee chairs now?)
 - Operating Policy Review
 - Identifying and Selecting Board Members N&CG
 - Board Orientation N&GC
 - Removal or Dismissal of a Board Member N&GC
 - Board Mentoring N&GC
 - Confidentiality Policy N&GC
 - Exit Interview N&GC
 - Investment Finance
 - Gift Acceptance Development
 - DEI Next steps

Next Meeting:

TBD

Opening Prayer/Poem/Positivity: Fred Van Sickle
RSVP to kate.paterson@foodbankst.org

Nominating and Corporate Governance Committee

August 3, 2023
8:30 a.m., via Zoom



Committee Member	In Attendance	Unable to Attend
Fred Van Sickle (Chair)	X	
Maureen Ferrell	X	
Mary Pat Dolan	X	
Marty Heysham	X	
Alison Wolfe		X
Joe Thomas	X	
Ex-Officio		
Andy Fagan		X
Staff		
Kate Paterson		X

1. **Welcome and Call to Order:** Chairperson Fred Van Sickle called the meeting to order at 8:30 am.

2. **Approval of June 1, 2023 Meeting Minutes:**

Maureen suggested eliminating contractions in two areas of the Minutes.

Maureen Ferrell made a motion to approve the June 1, 2023 Minutes with the suggested changes. All were in favor. None opposed.

3. **BOD Composition/Committee Representation Update**

Chairperson Fred Van Sickle noted that Karl Krebs resigned his Board position. Thus, the discussion revolved around the need for a Diocese Representative and Board member. It was suggested that an interim appointment could be made to the Diocese post, but the Committee opted to leave the position vacant until Mark Bordeau is fully on board as the President/CEO. Emphasis was made of the need for a Vice Presidential candidate by November as well as a plan to fill other potential officers' vacancies. Shannon Matteson has agreed to renew for another term. Fred volunteered to email Mark about Shannon as a possible Vice President starting in February, 2025. Another important vacancy to fill is the Vice Chairperson for Finance. Tricia Khan was recommended and Fred agreed to ask her if she would be willing to assume the position. Since there will be several vacancies, numerous suggestions were made for potential Board members. Angela Odums-Young, Amanda Smith-Socaris, Wendy Amin, Dawn Lanouette, Rodrigo Samodal and Dr. Joe Scopeletti were noted with a suggestion that Mark might have a recommendation for a Broome County representative to the Board. It is important that candidates' biographical information be obtained in October for review at the November meeting. Fred volunteered to contact Alison about Wendy Amin as well as asking Mark about a Broome County candidate.

The BOD 2023 Membership Terms' document needs updating with Steve Hoyt extending for one year to 2025; Andy Fagan should be noted as coming back for another term; Shannon Matteson will renew and Bill Powell should be regrettably marked as deceased (*dec.*) on the sheet. Kate Paterson will be asked to make the appropriate revisions to the BOD Terms' listing.

4. **BOD Volunteer Day**

The Volunteer Day has been set for September 16, 2023. It is recommended that the event follow last year's format with the staff being asked to suggest the work that needs to be done by the attendees.

5. Consideration of a Change in Frequency of Board Meetings

It has been suggested to change from having 5 Board Meetings to 6 per year. The Committee opted to hold any action on this issue until Mark Bordeau is available for the discussion.

6. Set October Agenda

There is a vast amount of documentation involved in reviewing Board Recruitment information and Operating Policies as well as Committee Descriptions. Hence, it was suggested that the Chairperson for each Committee be sent the Committee Description with a request that he or she send suggestions for changes in advance of the October meeting. Concomitantly, the Committee decided to wait until Mark has the opportunity to review the assorted FBST Policies, perhaps sometime in early 2024, before the N C & G Committee takes any action on the Policies.

The next steps in the DEI initiative were determined to be a topic for Mark to address in 2024.

The meeting was adjourned at 9:30 a.m.

Action Items	Responsible	Due Date
Email Mark Bordeau to suggest he meet with Shannon Matteson as BOD VP for Feb. 2025	Fred	Completed
Email Mark Bordeau regarding potential BOD candidates from Broome County	Fred	Completed
Contact Alison Wolfe about Wendy Amin as potential Board candidate	Fred	Completed
Ask Tricia Khan about assuming Vice-Chairperson position for Finance Comm.	Fred	Completed
Update BOD 2023 Membership Team listing with changes noted above in #3	Kate	
Send Committee Chairs respective Committee Descriptions for revisions & input	Kate	Prior to Oct.

Minutes respectfully submitted,

Maureen Ferrell
Pro Tempore
Executive Assistant

FOOD BANK OF THE SOUTHERN TIER
Board of Directors

PROPOSED 2024 ELECTION SLATE OF DIRECTORS & OFFICERS

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

Shannon Matteson

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

Fred Van Sickle

Discussion for Recruitment

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

Krista Niles-Updyke

<https://www.mmbaccounting.com/index.cfm?Page=Krista-Niles-Updyke>

Amanda Smith-Socaris

Possible recruitment from Binghamton

1. Sarah Glose – saglose@cityofbinghamton.gov
 - a. <https://www.linkedin.com/in/sarah-glose/>
2. Kim Slack Meyers
 - a. [https://www.syracuse.com/politics/2016/03/daughter of dics sporting goods founder to run for congress.html](https://www.syracuse.com/politics/2016/03/daughter-of-dicks-sporting-goods-founder-to-run-for-congress.html)
 - b. <https://www.gobroomecounty.com/legislature/d4>
3. Rosemary Mirabito - rosemarymirabito3@gmail.com
4. Tony Maione
 - a. <https://www.linkedin.com/in/tony-maione-b3b28234/>
5. Linda Goldberg Salomons

ELECTION OF OFFICERS FOR ANNUAL TERMS TO EXPIRE 02/2024

CHAIRPERSON: TBD

VICE CHAIRPERSON: TBD

TREASURER: Shannon Matteson

SECRETARY: Erin Summerlee

IMMEDIATE PAST CHAIR: Mary Pat Dolan

ELECTION OF DOR BOD REP. FOR ANNUAL TERM TO EXPIRE 02/2025

TBD

Created: 3/28/2022

Updated: 9/28/2023

DRAFT