

Harry Chapin Food Bank of Southwest Florida, Inc. | Board of Directors Meeting Minutes
Tuesday, June 28, 2016 | Social: 8:00 AM, optional Meeting: 8:30 AM – 10:00 AM
Meeting Site: 3760 Fowler Street, Fort Myers Conference Room
or by conference call: 1.888.236.8522; Guest ID: 352316#

Present: *Board members:* Keith Scoggins, Anne Rose, Bill Dillon, Bob Leadbetter, Dr. Brian Schwartz, David Fry, Bob Leadbetter, Noelle Melanson, Craig Folk, Maura Matzko, Lois Thome, Jeff Maddox, John Clinger and Gary Gardner.

Via conference call: Pat Nevins.

Staff: Richard LeBer, Miriam Pereira, Dave Najar, Kelli King, Eric Hitzeman, Kari Lefort, Madeline Paniagua.

1. Keith Scoggins called the meeting to order at 8:30 AM. Everyone introduced themselves and gave a short personal background, for the purpose of the new board candidates.
2. **Mission Moment** – Maura Matzko spoke about her mission moment.
3. **Consent Agenda** – Keith Scoggins defined what a Consent Agenda consists of for the new board members.

MOTION: Upon motion duly made, seconded, and adopted the Board approved the Consent Agendas.

4. **Discussion/Action Items** –

a. **Board membership and roles**

- i. Keith stated that Noelle Melanson and Dr. Brian Schwartz will be stepping down. They were awarded their gold records for their years of service from HCFB.
- ii. Keith listed the four new board members: Gary Gardner, John Clinger, Jeff Maddox and Lois Thome.
MOTION: Upon motion duly made, seconded and adopted the Board approved the nomination of all four board members.
- iii. Governance Committee nominated existing board members David Fry, Anne Rose and Maura Matzko for a second term.
MOTION: Upon motion duly made, seconded, and adopted the Board approved the re-election of the existing board members for a second term.
- iv. Keith discussed the election of 2016/2017 officers. Governance Committee nominated same individuals who currently serve as officers, Maura Matzko as Vice Chair, Anne Rose as Treasurer, Bill Dillon as Secretary.
MOTION: Upon motion duly made, seconded, and adopted the Board approved the nomination.
- v. Keith discussed at-large members, they can be elected from the board but do not have to be a board officer. Governance Committee nominated David Fry and Pat Nevins to serve as the at-large members of the Executive Committee.
MOTION: Upon motion duly made, seconded and adopted the Board approved the at-large members' nomination.

- vi. Keith discussed the conflict of interest form that was included in the board packet and the need for board members to complete the form.

b. Results

- i. **Capital Campaign results** - David Fry gave a brief wrap-up of the capital campaign, as it is now closed out. He stated that we were able to raise substantial monies through the efforts of many people.
- ii. **Marketing & Development report** – Miriam Pereira discussed possible changes to charter which are being worked on, and will go out to committee members shortly. She thanked David Fry and Bill Dillon for hosting the receptions for Richard LeBer. She stated that we are doing a development assessment with Feeding America at the end of July to help us look at best practices. They will review and assist us in developing better growth potential in marketing, fundraising, and direct mail. Other food banks that have used it have been very pleased with the guidelines and road map that Feeding America suggested after their assessment. Miriam stated that Charity Navigator gave us a 4 star rating (7th year in a row), as well as platinum rating from Guidestar.
- iii. **Treasurers Report** – Anne Rose stated that the fiscal year for the food bank is July 1-June 30.
- iv. **Financial Reports** – Finance Committee met in May and June, the April and May financial statements were reviewed. **MOTION:** Upon motion duly made, seconded, and adopted the Board approved the April and May financials.
- c. **Proposed Annual Budget** – Richard LeBer stated that there will now be departmental level budgets, which was previously not the case. Kari Lefort stated that there will be some capacity building in our agencies in order to get more food out through the agencies. Some of our partner agencies do not have the space for storage but want to distribute more food, so we will deliver their food right about the time they will do a distribution. Richard stated that these are major focus areas: develop new strategic plans, enhance fundraising processes, increase presence in Collier County and increase agency capacity. In terms of increasing capacity, we're talking about freezer space, new agencies, new distribution points, and new ways to go to market.

Dave stated that there will be continued emphasis both on fresh produce and nutrition. He also discussed revenue on attached document.

Discussion re ALICE (ALICE: Asset Limited Income Constrained but Employed) report and how grants are approached because of it. ALICE concentrates on people above the poverty line, not below the poverty line.

Dave discussed capital expenditure plans. Next year's capital expenditures include building improvements, riding pallet jacks, computer replacements, scissors jack, time management software implementation.

Anne stated that the 2017 budget was reviewed by the Finance Committee, they are presenting this to the board as an action item.

MOTION: Upon motion duly made, seconded, and adopted the Board approved the 2017 budget.

4d. Outline President & CEO Performance Review process – Keith stated that the board felt it was important to provide a performance review. Richard will give a report of the dashboard goals for the business plan and also report on his 120 day plan. When Richard was hired, he and the staff and the board put together 120 plan for him. Richard is going to tell us how he did on that 120 day plan. When Keith gets that feedback, he will provide that information to all board members, along with an evaluation form, asking the board to complete the evaluation form and send it back to him. Keith will then compile all the information, take it to the Executive Committee at the July meeting. There will also be a discussion regarding a salary review.

4i. Draft of Collier Action Committee Charter – Bill Dillon discussed the Collier Action Committee Charter. The structure of the charter is to have the committee and committee chair establish goals through a collaborative process.

MOTION: Upon motion duly made, seconded, and adopted the Board approved the Collier Action Committee Charter.

4ei. Approval of change to bylaws – Keith discussed the Feeding America conference and the board session, in which Susan Meyer from Boardsource, the resource for non-profits. One of the things she talked about is that Boardsource felt that many food banks hadn't organized their board committees properly in that board committees should strictly be doing work that is board related tasks, that are board responsibilities, that other groups which many food banks have called board committees are actually doing work that are staff responsibilities and they should be identified as something different. The idea is board committees should be focused on board responsibilities. So Executive, Governance, Finance are board committees.

Richard stated that the proposed recommended changes are not for Executive, Governance and Finance as they are legally mandated committees of the board. The remaining committees will now be working groups, their primary purpose is to advise and assist management and direction of the food bank. And we're recommending also that marketing and development be split into two committees, a marketing and public relations committee, which is about communication, promotion and marketing, and a development committee which is about helping us raise money. Those are very different things, certainly different substances. The other thing is under our bylaws as currently written, marketing and

development is a requirement for this organization. In order for us to enact this modification of the bylaws to remove that requirement we need to revise the bylaws. We also need to formally sunset the capital campaign committee.

MOTION to dissolve the Capital Campaign Committee adopted.

We need to reconstitute these committees as working groups, split the marketing and development working groups, and then the working groups themselves will have some work to do to go back and re-examine their charters and make sure their charters line up with the new roles and responsibilities which I would delegate each one of those working groups to go.

MOTION to change the committee structure to the structure as shown on the handout that says recommended changes to the board committees adopted.

MOTION to amend the bylaws adopted.

Adjourned 10:00 am