

Food Bank of Northern Nevada

Board of Directors July 21, 2021 MINUTES

RBL: "Come with meeting results in mind. Leave with action commitments in hand."	
Meeting Title	Board of Directors Meeting
Date & Time	Wednesday, July 21, 2021 – 5:00 p.m. – 7:00 p.m.
Location	Fennemore Craig - 7800 Rancharrah Parkway, Reno NV
Attendees	<p><u>Present:</u> Letitia Anderson, Lynne Barker, Parvaneh Carter, Craig Etem, Heidi Foster, Rich Jersey, John Lipinski, Karen Munson, Jeremiah Relaford, Nancy Wong, Tony Wynn.</p> <p><u>Absent:</u> Sherman Baker, Dusty Casey, Rodger Stone.</p> <p><u>Staff:</u> Nicole Lamboley, Brian Edwards, Lori D'Amico, Shane Piccinini.</p> <p><u>Guests:</u> Jasmine Dhinsdsa, Mitchell Fong.</p>
Meeting Purpose: <ul style="list-style-type: none"> • Governance and Feeding America Contract Requirements including Bylaws and Annual Policy Review & Approval • Staff Presentation • Board Discussion Items • CEO Review 	

Agenda	
Time / Lead	Task/Result
5:06 John Lipinski	<p>I. Welcome / Call to Order</p> <p>II. Introduce New Members and Prospective Candidates</p> <p><u>Result:</u> Orient to desired outcomes of meeting</p>
<p>Notes/Insights Next Steps</p> <p>John called meeting to order at 5:06 PM; Board Members and Staff welcomed and introduced themselves to prospective Board Members Jasmine Dhinsdsa, and Mitchell Fong. John asked Jasmine and Mitchell to share their background, skills they would bring to the Food Bank, and why they are interested in joining the Food Bank Board.</p> <p>Participants reminded that Board discussions, presentations and documents contain sensitive and FBNN proprietary information. Information is shared to facilitate Board discussions and is <u>NOT</u> to be shared with third-parties.</p>	
5:25 John Lipinski/ Heidi Foster/ Jeremiah Relaford	<p>III. Action Items</p> <p>A. Consent Agenda</p> <ol style="list-style-type: none"> 1. Approve Minutes from May 27, 2021 Board meeting 2. Approve Minutes from June 24, 2021 Board meeting <p>B. Financial Reports</p> <ol style="list-style-type: none"> 1. Finance Committee Report – Heidi Foster 2. Accept Financial Reports for June 2021 <p>C. Review Annual Board Obligations/Requirements as governing Board</p> <p>D. Annual Policy & Bylaws Review</p> <ol style="list-style-type: none"> 1. Bylaws - Revised

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	<ol style="list-style-type: none"> 2. Board Diversity Policy 3. Conflict of Interest Disclosure Statement – signed by each Board Member 4. Investment Policy 5. Measuring Organizational Performance and Effectiveness Policy 6. <i>Record Retention Policy - Revised</i> 7. Whistle Blower Policy 8. <i>CEO Succession Plan - Revised</i> 9. <i>Spendowment Policy - Revised</i> 10. <i>Non-disclosure/Confidentiality Policy - Revised</i> 11. Disaster Response Policy 12. <i>Gift Acceptance Policy – Revised (Operational Policy)</i> <p><u>Result:</u> Review and approval of Minutes, Financials, Bylaws and Policies</p>
<p>Notes/Insights Next Steps</p> <p>A. Minutes from May and June 2021 Board meetings were reviewed; Tony moved to approve the May and June (proposed FY 2022 budget, election of officers, Board Goals) 2021 minutes, which was seconded by Letitia, and passed unanimously.</p> <p>B. Heidi recapped the June 30, 2021, Financial Report. Revenue year-to-date is over budget 107%. Operating Expenses is over budget by almost 8%. Karen moved, seconded by Craig, to accept the Financial Report. The motion passed unanimously.</p> <p>C. John congratulated the Board for meeting the goal for 100% Giving, and reminded Board Members about obligations for FY22.</p> <p>D. The policies were reviewed by Finance, Governance and HR Committees, and presented to the full Board for approval. After review of the proposed changes of the policies, a motion was made by Heidi, seconded by Karen to accept the twelve policies as submitted, and the motion passed unanimously.</p> <ul style="list-style-type: none"> • ACTION: For those Board Members who did not review and sign the Conflict-of-Interest Disclosure and Non-disclosure/Confidentiality Policy, Nicole will send out, and each Board Member will review, complete, sign, and return the documents to Nicole. (Owners: Nicole and each Board Member). 	
5:42 Nicole Lamboley	<p>IV. Staff Presentations</p> <p>A. President's Report – Nicole Lamboley</p> <ol style="list-style-type: none"> 1. Development Update – Measuring Performance 2. Shane Piccinini – Federal and State update <p><u>Result:</u> Report and discussion of staff presentations</p>
<p>Notes/Insights Next Steps</p> <p>A. Nicole reported that of the 42 objectives set for FY 2021, 32 were accomplished, 6 are in process, and 4 were not accomplished, primarily as a consequence of COVID closures. She outlined her FY 2022 goals, which included aggressive work plans, Healthy Pantry with culturally responsive food, strengthening focus on Equity/Diversity/Inclusion, developing and utilizing data collection. September is Hunger Action Month; Board Members are community advocates who can encourage local businesses to highlight ORANGE; contact Jocelyn with business contacts and ideas. Governor Sisolak is issuing a proclamation for Hunger Action Month, which will conclude with a Food Drive.</p>	

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	<p>1. Lori reviewed Development's Strategic Plan that was developed pre-COVID, and FY 2021 Metrics regarding revenue, grants, donor retention, and direct mail. FBNN's donor response to direct mail has been phenomenal and held up as an example for other food banks to follow.</p> <p>2. Shane highlighted the passage of state and federal bills listed in his Advocacy Report; this was the most successful legislative session for hunger advocates, including passage of AB 139 (felony conviction of substance abuse does not preclude eligibility of SNAP benefits) and SB 37, which created Home Feeds Nevada Food Purchase Program that will be administered by Nevada Department of Agriculture.</p> <p>John thanked Nicole and expressed the Board's appreciation to her, Brian, Lori, Shane, and the entire Staff for their continued efforts to advocate for our clients.</p>
6:10 John Lipinski	<p>V. Upcoming Meetings</p> <p>A. Governance Committee: August 9, 2021 @ teleconference/Zoom</p> <p>B. Finance Committee: September 20, 2021 @ TBD</p> <p>C. Next Board meeting: September 23, 2021 @ FBNN Board Room</p> <p><u>Result:</u> Determine attendance at meetings</p>
<p>Notes/Insights Next Steps</p> <p>The Board review of meeting schedule and members assigned to each committee.</p>	
6:10 John Lipinski	<p>VI. Other</p> <p><u>Result:</u> Determined by topics brought forward by Board members</p>
<p>Notes/Insights Next Steps</p>	
6:20 John Lipinski	<p>VII. Adjournment</p>
<p>Notes/Insights Next Steps</p> <p>John thanked Craig for hosting the first "in person" board meeting in eighteen months. The Board expressed their appreciation to Jasmine and Mitchell for their interest in the Food Bank of Northern Nevada. The Board meeting concluded at 6:15 PM. Karen made a motion to adjourn, which Tony seconded; motion passed unanimously.</p>	
<p style="text-align: center;">5 Minute break</p>	
6:30 John Lipinski	<p>VIII. Executive Session Call to Order</p> <p>A. Annual CEO Review & FY 22 Goals</p> <p>B. Recruitment Strategy</p> <p><u>Result:</u> Approve CEO Review, Set FY 22 CEO goals, Align Recruiting Strategy, Approve New Members</p>
<p>Notes/Insights Next Steps</p> <p>The Board went into Executive Session and conducted review of the CEO's FY21 goals and performance. Karen moved to accept the performance review and recommendation which was seconded by Jeremiah, and passed unanimously.</p> <ul style="list-style-type: none"> ACTION: Forward CEO Performance Report and action to HR. (Owner: John) 	

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	<p>The Board discussed the Draft FY22 CEO Performance Evaluation. Heidi moved to approve the FY22 Performance Evaluation as submitted. Tony seconded the motion, which passed unanimously.</p> <p>The Board discussed the composition of the current Board and the attributes desired for future Board Members. The Board considered Jasmine and Mitchell for Board membership. Heidi moved to invite both candidates to join the Board. Tony seconded the motion, which passed unanimously.</p> <ul style="list-style-type: none"> ACTION: Invite Jasmine and Mitchell to join the Food Bank of Northern Nevada's Board of Directors. (Owner: John).
7:05 John Lipinski	IX. Executive Session Adjournment
Notes/Insights Next Steps <p>At 7:05 PM, Karen made a motion to adjourn the Executive Session, which Letitia seconded; motion passed unanimously.</p> <p>Prepared and Submitted by: _____ Approved by: _____</p> <p>Nancy Wong, Secretary _____ John Lipinski, Chair _____</p>	