



**Marion-Polk Food Share**  
**Board of Directors Meeting Minutes**  
Thursday, April 28, 2016

**Board Members Attending:** Alex Beamer, Cheryl Wells, Jim Green, Courtney Knox Busch, Dick Yates, Frances Alvarado, Mike Garrison, Eileen Zielinski, George Happ, Esther Puentes, Bernadette Mele

**Staff Members Attending:** Rick Gaupo, Holly Larson, Ian Dixon-McDonald, Julie Hambuchen, Rebecca Long, Eileen DiCicco, Megan Rivera, Surabhi Mahajan, Heather McPherson

**Guests Attending:** Derik Milton & Ashley Maschka (Bank of America), Chuck Swank & Ryan Pasquerella (Grove, Mueller & Swank)

**Call to Order:**

**Alex Beamer** called the meeting to order at 8:17 a.m.

**Guest Introductions:**

**Rick Gaupo** introduced **Derik Milton** and **Ashley Maschka** from Bank of America, who presented an annual donation as part of Bank of America's two billion dollar corporate sponsorship to support local communities, addressing basic needs.

**Rick** next introduced **Chuck Swank** and **Ryan Pasquerella** of Grove, Mueller & Swank, who presented the Food Share's Fiscal Year 2014-2015 audit.

**Audit:**

**Chuck Swank** began the public session of the audit report by explaining that the audit consists of two documents: financial statements and a governance letter required by law. The FY2014-15 audit absorbed Meals on Wheels into Marion-Polk Food Share, requiring complex accounting adjustments, which is typical when organizations merge. There were no findings in the single audit,

required by the federal government, due to federal funds received. No findings precipitated a management letter, either.

**Chuck** shared his only concern about the audit: timing. Deadlines were met without much room to spare. **Rick** added that this year's audit is already scheduled for late August, putting the Food Share months ahead of any deadline and in-line with Chuck's recommendation to complete the audit before the end of the calendar year.

After some discussion, the board chose to adjourn to executive session, as a matter of annual audit practice. **Alex Beamer** adjourned the board meeting to executive session at 8:33 a.m. and reconvened at 8:47 a.m.

### **Finance Update:**

**Jim Green** referred to the new format of financials in the board packet to facilitate review by the board. **Holly Larson** added that there is more detail on the balance sheet and operating expenses. Explanatory comments have been added. **Holly** invited those with questions or comments on the new format to contact her.

### **Consent Agenda:**

**Alex Beamer** presented the following consent agenda items:

1. March 2016 board meeting minutes
2. MPFS financial statements ending March 31, 2016

**George Happ** motioned to approve all consent agenda items, **Eileen Zielinski** seconded, and the motion was unanimously moved.

### **Governance Committee Report:**

**Cheryl Wells** updated the board on the progress of Governance Committee work. This year, the committee would like to add four new members to the board, three for board expansion and one to replace **Denny Young**, who will be retiring in September. Recruitment efforts are underway, with elections of board members to take place at the September board meeting. The four criteria considered are 1) passion for the Food Share's mission; 2) expanding connections in the two counties served; 3) skills and expertise; and, 4) diversity that reflects the diversity of both counties.

**Rick Gaupo** added that this year the emphasis is on expanding partnerships, including Chemeketa, Confederated Tribes of Grand Ronde, and NORPAC, who are current partners without board representation. In addition, there would be benefits to having Salem Health, Polk County Family & Community Services, and Salem Leadership Foundation as partners. **Cheryl** thanked board members for additional suggestions, requesting they be forwarded to the Governance Committee throughout the year.

**Cheryl** introduced the idea of 1, 2, or 3 year board terms as needed to create balance on the board so that a roughly even number of board members' terms will expire each year. Currently, board terms are three years per bylaws. Alex requested a vote on the proposed bylaw change. **Bernadette Mele** motioned to approve the bylaw change, **Courtney Knox Busch** seconded, and the motion was unanimously moved.

**Cheryl** next announced recommendations for board member reelections in September: **Alex Beamer, Esther Puentes, Jim Green,** and **Warren Bednarz**. **Cheryl** also announced the slate of recommended officers for the September vote:

Chair	<b>Alex Beamer</b>
Vice Chair	<b>Cheryl Wells</b>
Treasurer	<b>Jim Green</b>
Secretary	<b>Courtney Knox Busch</b>

Lastly, **Cheryl** announced the recommended board committee chairs:

Executive	<b>Alex Beamer</b>
Finance	<b>Jim Green</b>
Governance	<b>Cheryl Wells</b>

**Cheryl** also distributed a confidential list of potential board members, requesting feedback to allow time for vetting candidates.

### **New Partner Agencies:**

**Ian Dixon-McDonald** shared the process by which potential partner agencies are presented to the board for approval, referring to documents in the supplemental board packet. Evaluation takes several months and includes considerations about impact on food supply, the health of the potential partner agency, and mission alignment. Board approval and OFB approval take place at the end of the evaluation process.

The board discussed two prospective partner agencies: Humanitarian Ministries Network of Salem, which distributes meals under the Marion Street bridge, and Home of the Brave, which supports homeless veterans.

**Mike Garrison** motioned to approve Humanitarian Ministries Network of Salem as a partner agency, **Bernadette Mele** seconded, and the motion was moved with one abstention by Courtney Knox Busch.

**George Happ** motioned to approve Home of the Brave as a partner agency, **Courtney Knox Busch** seconded, and the motion was unanimously moved.

**Adjournment:**

**Alex Beamer** adjourned the meeting at 9:44 a.m.

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Rebecca Long  
Executive Assistant

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Esther Puentes  
Board Secretary