



Marion-Polk Food Share
Board Packet
May 24, 2018

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Please note: Financial reports are in a separate packet to the Board.



AGENDA

Board of Directors Meeting
Thursday, May 24, 2018

8:00 – 8:15	Breakfast
8:15 – 8:30	Call to Order – Alex Beamer Guest Introductions – Rick Gaupo
8:30 – 8:40	Mission Moment: Staff Spotlight – Kendra Alexander
8:40 – 8:45	Finance Update – Jim Green
8:45 – 8:50	Consent Agenda – Alex Beamer <ul style="list-style-type: none"> - Board Meeting Minutes, April 26, 2018 - Financial Statements ending April 30, 2018 - Morgan Stanley Bank Resolution
8:50 – 8:55	Development Update – Julie Hambuchen
8:55 – 9:30	Strategic Planning/Community Health Partnerships – Ian Dixon-McDonald
9:30	Adjournment – Alex Beamer

**Action:
Board Vote**

Dates to Remember

June 28: Board Meeting @ 8am-9:30am

Marion-Polk Food Share
Board of Directors Meeting Minutes
April 26, 2018

Board Members Attending: Frances Alvarado, Alex Beamer, Warren Bednarz, John Burt, Mike Garrison, Jim Green, Julie Huckestein, Brenda Tuomi, Bahaa Wanly

Staff Members Attending: Kendra Alexander, Kelly Crawford, Rob Crenshaw, Eileen DiCicco, Ian Dixon-McDonald, Aalicea Dominguez, Kimberly Fanshier, Rick Gaupo, Jim E. Green, Josh Gwin, Julie Hambuchen, Corrina Hawkins, Robbin Kerner, Lexi Stickel, Megan Williams, Cheryl Young

Call to Order

Alex Beamer called the meeting to order at 8:15 a.m.

Guest Introductions

Rick Gaupo introduced **Sarah DeSantis**, executive director of Silverton Area Community Aid.

Julie Hambuchen introduced development staff present including the data services team, many of whom had not previously attended a board meeting.

Ian Dixon-McDonald announced that Lexi Stickel, our former Food Systems Manager, has been promoted to a new position, Director Community Programs. She will help advance our strategic initiatives. He also introduced several programs and operations staff members.

Remembering Eileen Zielinski

In remembrance of board member **Eileen Zielinski**, who recently passed away, board and staff shared their impressions. Eileen, who served the board for 22 years, was remembered as a dear friend, involved in her community, a rock for her family, warm, engaging and passionate about the community, an advocate for equality and social justice, and a visionary for the future who also helped to ground the board into today.

Rick Gaupo closed with the comment that Eileen had expressed this would be her last year on the board. Staff had planned to present her with a memory book. That book will be given to her family.

Mission Moment

Silverton Area Community Aid Executive Director **Sarah DeSantis** talked about the agency she has served as a volunteer and for the last year as ED. SACA serves the Silver Falls School District area, providing food and other services such as financial assistance for housing and utilities, cooking and Seed to Supper classes, and job and resource fairs. The pantry serves about

800 individuals per month and distributes about 1,800 pounds of food. It is well supported by the Food Share and its community. She said their board is considering offering more services and is collaborating with other community organizations to avoid duplication of services. The community looks to SACA for services. We have to figure out how to do more with our partners in community.

Rick Gaupo said that like the Aumsville Food Pantry, SACA has embraced a “food and…” model of serving its community as a resource center. The Food Share is happy to partner with SACA.

Finance Update

Finance Committee Chair Jim Green presented the financial report stating that the Food Share is financially strong.

Consent Agenda

- Board Meeting Minutes, March 22, 2018
- Financial Statements ending March 31, 2018

ACTION: Warren Bednarz moved and **Mike Garrison** seconded adoption of the consent agenda items. The vote was unanimous.

Governance Committee Report

John Burt presented the Governance Committee recommendations for board officers and committee chair appointments that will be effective September 1, 2018.

The slate of Board Officers is: Chair **Cheryl Wells**, Administrative Vice-Chair **Courtney Knox Busch**, Secretary **Brenda Tuomi** and Treasurer **Jim Green**.

Alex Beamer noted he will continue to serve on the board next year.

ACTION: Warren Bednarz moved and **Bahaa Wanly** seconded adoption of the officer slate. The vote was unanimous.

Committee Chair Appointments, also effective in September, include Executive Committee, **Cheryl Wells**; Finance Committee, **Jim Green**; Governance Committee, **Cheryl Wells**; and Community Impact Committee, **Courtney Knox Busch**.

Warren Bednarz questioned the load on Cheryl and was advised there is a plan to transition her from one of her two committee assignments soon after September.

Development Update

VP of Development Julie Hambuchen thanked board members for participating in the series of three sustainer appreciation luncheons. She acknowledged **Courtney, Jim** and **Mike Garrison** for their recent attendance. She mentioned that **Julie** and **John** are confirmed for the June event. She said **Warren** is planning to attend the May event, however, she would love to have one more board member.

Julie also thanked **Esther Puentes** for her participation as a board representative in a donor site visit at the Youth Farm that resulted in a \$10,000 grant from Trust Management Services. She thanked staff that was involved as well.

Rick Gaupo praised **Julie Huckestein** for being an ambassador for our work. She selected the Youth Farm as one of the places to showcase Chemeketa Community College community involvement to a group of state legislators and asked Rick to be a part.

Strategic Planning/Measuring Success

Alex Beamer and **Rick Gaupo** asked the board to consider what success would look like to the Food Share in meeting its strategic objectives and how we would measure it. Rick recapped our focus areas as: access to food, community engagement, and addressing hunger, poverty and equity. We want to make sure we aren't just measuring activity. We want to measure impact. Rick asked **Bahaa Wanly**, **Julie Huckestein** and **Brenda Tuomi** to share how their organizations think about success and opened the topic for discussion.

Bahaa Wanly said Salem Health uses a lean methodology framework that expresses the desired outcome to be accomplished in a particular time period and identifies data-driven process measures required to achieve those outcomes. While the hospital is paid for the services it provides, it's trying to create a model that keeps people out of hospitals. He cautioned the Food Share board to make this an adaptive process that is frequently reviewed and changed when needed, not one that sits on a shelf.

Julie Huckestein, president of Chemeketa Community College, said in the educational environment it's easy to measure activities, but harder to measure impact — how people change by the intervention you put in place. Success is more than the graduation rate; one needs to find out whether the preparation allowed the student to get a job or learn what they needed to learn. She said it takes a lot of people thinking in that way to make progress.

Brenda Tuomi, a member of the Grand Ronde Tribal Council, says they wrestle with defining success on daily basis. It includes defining self-sufficiency; deciding whether we need to be teaching in addition to providing supports. Measuring impact, she said, is most important.

Warren Bednarz said success means we're out of business. No one needs food.

Alex Beamer asked VP of Programs **Ian Dixon-McDonald** for his thoughts. Ian shared that measuring impact at the individual and community levels is hard, however, there are tools that staff can and are using to explore impact. Staff is looking deeper into interviewing and surveying techniques that will explore how having access to food helps individuals accomplish other things in life. They are also examining big picture data such as food security rates in our counties and census districts; and meal gap data that expresses pounds of food required to meet the community need. He said we need to get better at surveying and questioning and convening focus groups. Food is one slice of larger issue of poverty and food justice. We need to figure out our part of the larger problems.

Sarah DeSantis said SACA grapples with this too. She shared a story about the group's recent jobs and resource fair. Although only 60 people attended, at least one single mother, who needed to reenter the workforce, benefited from resume writing assistance that was provided. She was grateful to leave the event with an updated resume to help her get a job. If we only helped her, we were successful.

Rick concluded that the Food Share will continually wrestle with this issue. He said he is proud of staff work on this. He is looking to the Board to help us frame this work.

Adjournment

Alex Beamer adjourned the meeting at 9:30 a.m.

Next board meeting is May 24, 2018; 8-9:30 a.m.

Courtney Knox Busch
Board Secretary

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3. Enabling Resolutions

The following is a full, true and correct copy of Resolutions duly and regularly adopted by vote of the Board of Directors of the Corporation. Such Resolutions have not been rescinded or modified and are in full force and effect.

RESOLVED:

FIRST, that the Authorized Persons are, and each of them hereby is, authorized and empowered to the fullest extent possible, to act on behalf of the Corporation, to establish and maintain with MSSB one or more cash accounts, margin accounts, BusinessScape accounts, commodities accounts, or any other type of account offered by MSSB and its applicable affiliates ("Account"), for the purpose of purchasing, investing in, or otherwise acquiring, selling (including short selling), possessing, transferring, exchanging, borrowing, pledging or otherwise disposing of, and generally dealing in and with, cash and any and all forms of securities and financial instruments, including, but not limited to shares, stocks, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, options, warrants, futures, commodities, commodity futures and/or options on futures, certificates of deposits, mortgages, evidence of indebtedness, commercial paper, and interests of any and every kind and nature whatsoever, secured and unsecured, whether represented by trust, participating and/or other certificates or otherwise.

SECOND, that, without obligation on MSSB's part to inquire, instructions or actions, by any Authorized Person shall individually have the fullest authority on behalf of the Corporation with respect to the Account including, but not limited to, authority to:

- 1) give written or oral instructions to MSSB with respect to any securities in, or transaction or service offered in connection with, the Account;
- 2) deposit or withdraw money, securities and other property of the Corporation to and from the Account;
- 3) borrow money from MSSB and secure payment thereof with the property of the Corporation;
- 4) bind the Corporation to any contract, arrangement or transaction, which shall be entered into by any Authorized Person with or through MSSB;
- 5) make payments related to the Account by checks and/or drafts drawn upon the funds of the Corporation;
- 6) endorse any securities in order to pass ownership thereof or for any other purpose;
- 7) direct the sale or exercise of any rights with respect to securities therein;
- 8) sign releases and powers of attorney and enter into contracts and agreements, including but not limited to any MSSB account agreements and documentation relating to any debit or credit card, the checkwriting privilege, online services, electronic fund transfers and other services which are or may be offered in connection with the Account (where available), as such documents may be modified from time to time, and any documentation permitted or contemplated by such agreements, products and services, and to affix the corporate seal to same when necessary;
- 9) direct MSSB to surrender securities to the proper agent or party for the purpose of effecting any exchange or conversion, or otherwise; and
- 10) take any and all action in connection with the Account deemed necessary or desirable by any Authorized Person.

THIRD, that any Authorized Person may appoint any person(s) ("Designated Persons") to: (1) conduct trading in the Account; (2) endorse any securities, or to make, execute and deliver, under the corporate seal of the Corporation or otherwise, any instrument of assignment and/or transfer necessary or proper to pass title to such securities; (3) sign checks (in which event, the signature of the Designated Person shall promptly be provided on any applicable signature card upon request by MSSB); (4) use any associated debit or credit card (where available); or (5) provide instructions to effect electronic fund transfers.

FOURTH, that each Authorized Person is empowered and authorized to do all things each deems necessary or desirable to implement the foregoing Resolutions.

FIFTH, that MSSB may deal with any and all of the persons directly or indirectly empowered by foregoing Resolutions as though they are dealing with the Corporation directly.

AUTHORIZED PERSONS AND ENABLING RESOLUTIONS FOR CORPORATIONS
(12/2014) NNAAAER

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SIXTH, that the Secretary of Corporation (or other duly designated officer) is hereby authorized and empowered to certify to MSSB, under the seal of the Corporation or otherwise:

- (a) a true, correct and complete copy of these Resolutions;
- (b) specimen signatures of each Authorized Person and each Designated Person empowered by these Resolutions, if so requested by MSSB;
- (c) a certificate (which, if required by MSSB, shall be supported by an opinion of the general counsel of the Corporation, or other counsel satisfactory to MSSB) that the Corporation is duly organized and in good standing, that the corporate charter authorizes the action or business described in these Resolutions, and that no limitation has been imposed upon such powers by constitution, statute, regulation, charter, by-law or otherwise.

SEVENTH, that MSSB may rely upon any certification given in accordance with these Resolutions as continuing fully effective unless and until MSSB shall receive due written notice of an amendment, modification or rescission of such Resolutions or certification. Further resolved that MSSB shall not be liable for any action taken or not taken upon instruction of any Authorized Person or Designated Person prior to MSSB's actual receipt of written notice of the termination or impairment of such person's authority. The failure to supply any specimen signature shall not invalidate any transaction which is in accordance with authority previously granted. Further resolved that the Corporation shall indemnify and hold harmless MSSB and any of its subsidiaries and affiliates from any and all claims that a transaction was unauthorized or outside the scope of the Corporation's powers, if such transaction was authorized by any of the Authorized Persons or Designated Persons.

EIGHTH, that in the event of any change in the office or powers of persons hereby empowered, the secretary (or other duly designated officer), shall certify such changes to MSSB, in writing, which certification, when MSSB receives it, shall terminate the powers of the persons previously authorized and empower the persons thereby substituted in accordance with all the provisions of these Corporate Resolutions.

NINTH, that the Corporation hereby authorizes MSSB to charge any amount due to MSSB under any arrangement with the Corporation, against any or all of the accounts and other property of the Corporation held with MSSB or any of its affiliates, with the Corporation remaining liable for any deficiency and each Authorized Person or Designated Person is authorized and directed to pay to MSSB by checks and/or drafts drawn upon the funds of the Corporation such sums as may be necessary to discharge the Corporation's obligations to MSSB.

TENTH, Corporation agrees that MSSB may apply these Resolutions to any accounts in the name of the Corporation.

The following three (3) resolutions are applicable only to Native American Tribes:

ELEVENTH, that Section 15 of the Client Agreement is modified to include the following language: The Tribe agrees:

- (a) that binding arbitration shall be the exclusive formal remedy for all disputes, controversies or claims between the Tribe and MSSB, including its agents, assigns or Affiliates (collectively, "MSSB"), as further described in Section 15 of the Client Agreement;
- (b) that such arbitration shall provide final and binding resolution of any dispute between the parties;
- (c) that the Tribe expressly and irrevocably waives its immunity from suit as well as its rights to seek or exhaust tribal remedies and that the waiver granted herein includes the arbitration of disputes as contemplated by Section 15 of the Client Agreement, as well as any actions in any court of competent jurisdiction to compel arbitration and to enforce an arbitration award;
- (d) that the waivers of sovereign immunity and of the right to demand exhaustion of tribal remedies shall survive the expiration, termination or cancellation of the Client Agreement; and
- (e) that, if enforcement of an arbitration award or a judicial order becomes necessary by reason of failure of one or both parties to voluntarily comply, the Tribe waives its sovereign immunity from any final judgment or order of a court of competent jurisdiction enforcing an arbitration award.

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TWELFTH, that the Tribe certifies that none of the monies, securities, funds or other property invested or to be invested by the Tribe in accordance with the Client Agreement and this resolution, or paid or to be paid to MSSB in accordance with the Client Agreement and this resolution, constitute (a) funds held by the United States in trust for the Tribe or for members of the Tribe, or (b) funds obtained by the Tribe from the United States of America or any State government or agency for the purpose of carrying out projects or programs specified by the United States of America or any State government or agency, other than funds received by the Tribe, pursuant to one or more guarantee contracts with the United States Department of Housing and Urban Development ("HUD"), for the purpose of funding affordable housing activities under the Native American Housing Assistance and Self-Determination Act of 1996 (25 U.S.C. 4101 et seq.).

THIRTEENTH, that the Tribe certifies, to the extent the Tribe is investing funds that are part of a tribal trust fund for minor members of the Tribe or subject to the requirements of a tribal trust fund or a HUD depository agreement, that investment instructions provided by the Tribe to MSSB with respect to such funds will comply with all legal requirements applicable to such funds.

4. Certification of the Duly Authorized Officer of the Corporation

I hereby certify that I am the Duly Authorized Officer of the Corporation named above, a corporation duly organized and existing under the laws of the State of Incorporation or other non-U.S. jurisdiction, that the Corporation is in good standing and qualified to do business in this state or other non-U.S. jurisdiction. I further certify that the Resolutions herein are a true, correct and complete copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation held on the date specified below, at which meeting a quorum was present and voting; that such Resolutions are in accordance with the charter and by-laws of the Corporation, are in full force and effect and have not been amended, modified or rescinded.

IN WITNESS WHEREOF, I have hereunto affixed my hand (and the seal of the Corporation).

PRINT NAME OF DULY AUTHORIZED OFFICER

SIGNATURE OF DULY AUTHORIZED OFFICER

DATE (MM/DD/YYYY)

DATE OF MEETING OF BOARD OF DIRECTORS

5. Authority of the Corporate Duly Authorized Officer

The Corporation certifies that the Corporate Duly Authorized Officer, whose name appears above in the Certification, has been duly elected to and now holds that office and that the signature appearing opposite his or her name is his or her true signature.

PRINT NAME OF CERTIFYING PARTY

Chair of Board

TITLE OF CERTIFYING PARTY

SIGNATURE OF CERTIFYING PARTY

DATE (MM/DD/YYYY)



Date: May 15, 2018
To: Marion-Polk Food Share Board of Directors
From: Julie Hambuchen
Re: Development news

Farm to Table Dinner and Auction

I hope you will join us for a wonderful evening celebrating food, local farmers and our community's commitment to ending hunger. Tickets are on sale now at our front desk, by phone or on our website. We expect to sell out early, so please let me know by **May 31** if you would like us to hold tickets for you.

CenturyLink

We are excited to report that the CenturyLink campaign is fully funded, with pledges of over \$100,000 from local community members.

Colson Foundation Summer Match

The \$75,000 Colson Family Foundation Summer match is going on now. Donors are responding generously to a direct mail appeal.

Meals on Wheels Volunteer Appreciation Dinner

We invite you to join the Meals on Wheels Volunteer appreciation dinner at Center 50+ on Monday, June 18 at 5 pm. Please RSVP to Julie if you plan to attend.

Direct Mail

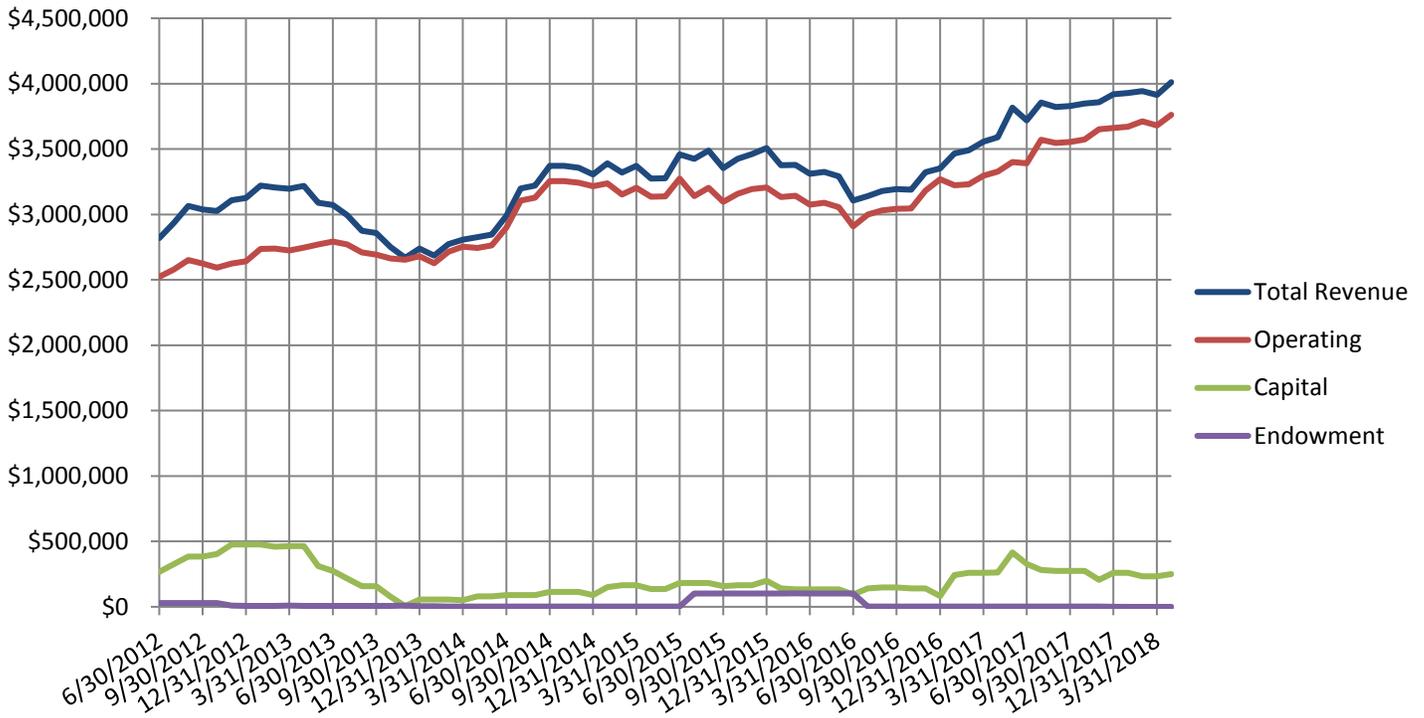
We have engaged a new direct mail agency for FY19 – TrueSense Marketing. Here is a summary of our projections for next year. If you would like more details, just let me know.

Direct Mail Plan FY18-19	
Gross Revenue	\$503,655
Package & Postage Cost	\$116,585
Net Revenue	\$387,070
# of Gifts Total	6,507
# of Gifts from New Donors	1,497

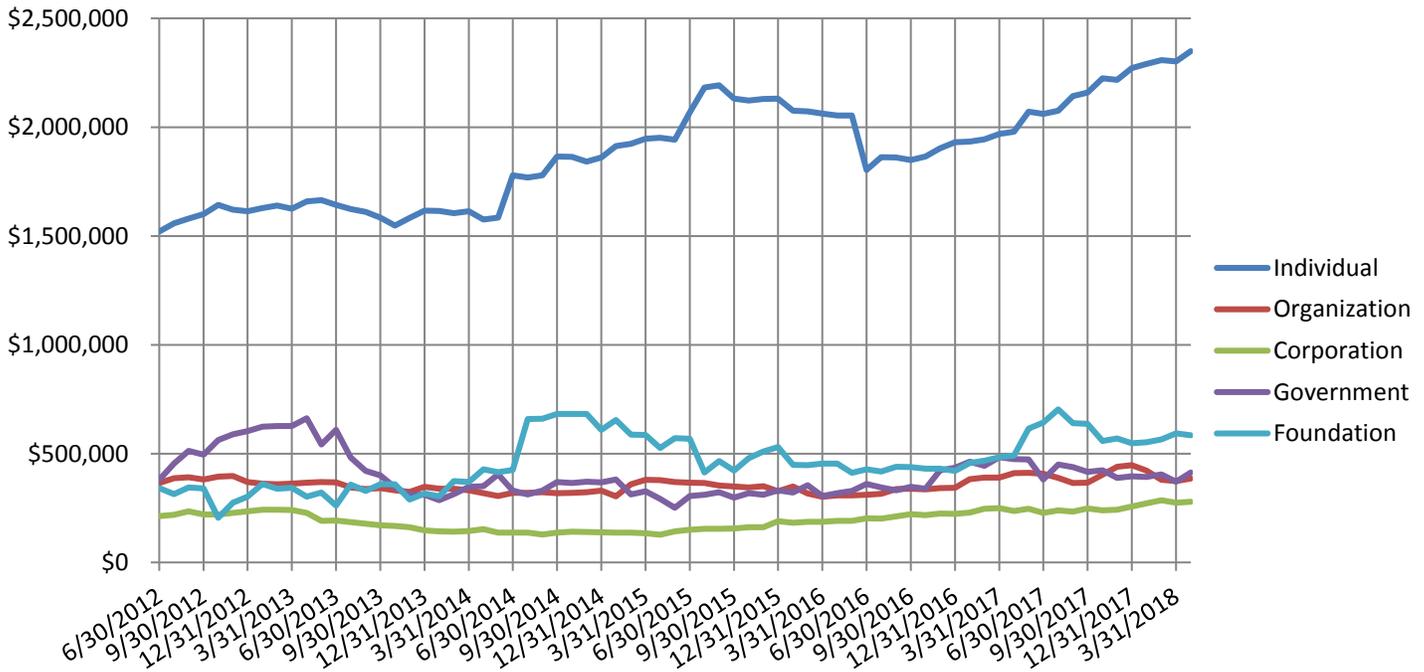
Upcoming Events

- Sustainer Appreciation Lunch – Thurs, June 7
- CenturyLink Campaign – June 4-15
- Meals on Wheels Volunteer Appreciation Dinner – Mon, June 18, 5-7 pm
- Farm to Table Dinner and Auction – Sat, July 14 (reserve tickets by May 31)

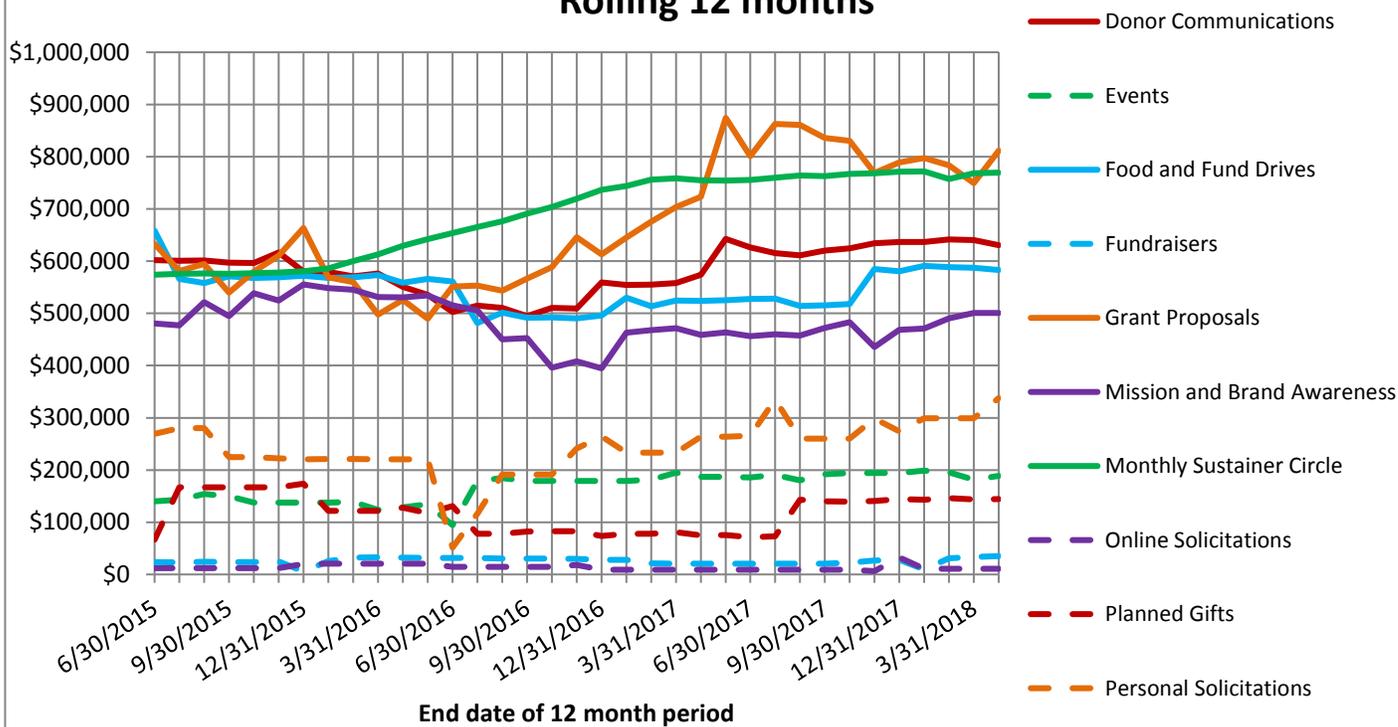
Total Giving by Fund Type Rolling 12 Months



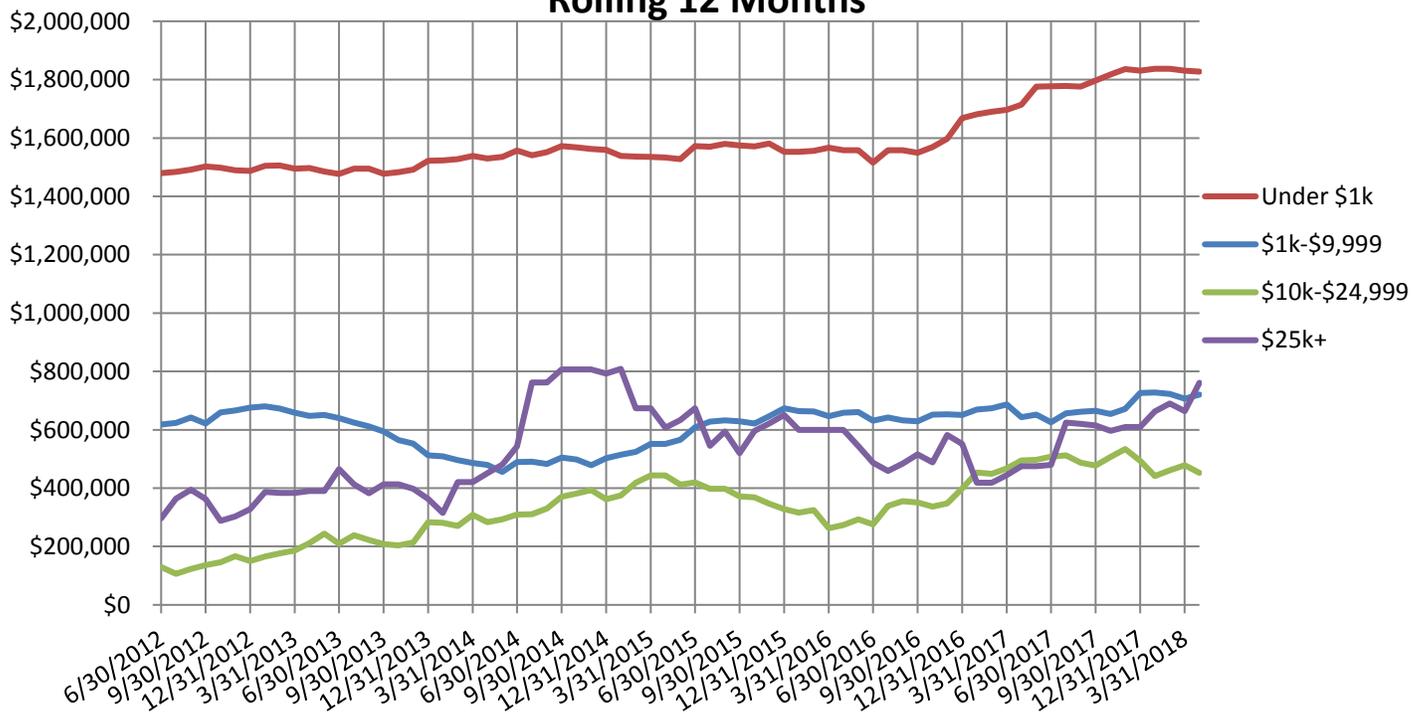
Total Giving by Constituent Type Rolling 12 Months



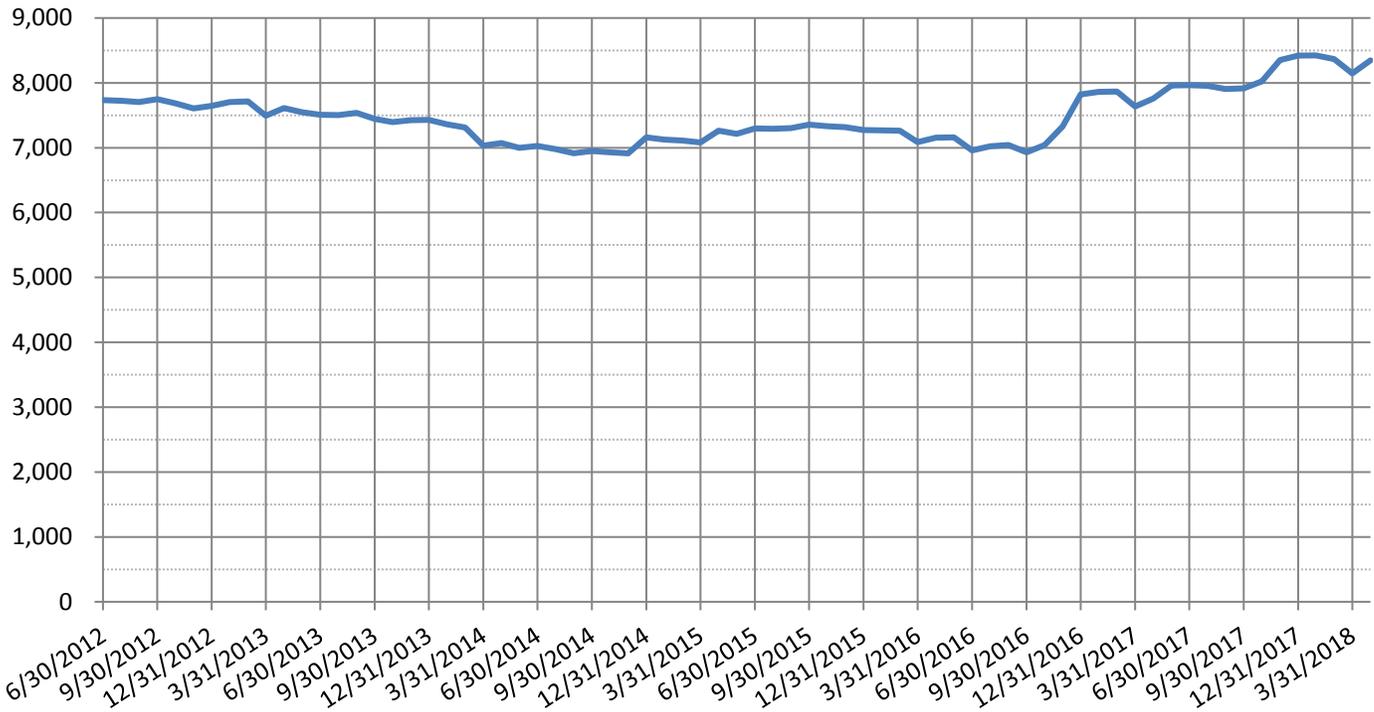
Total Giving by Activity Rolling 12 months



Operating Gifts by Gift Size Rolling 12 Months

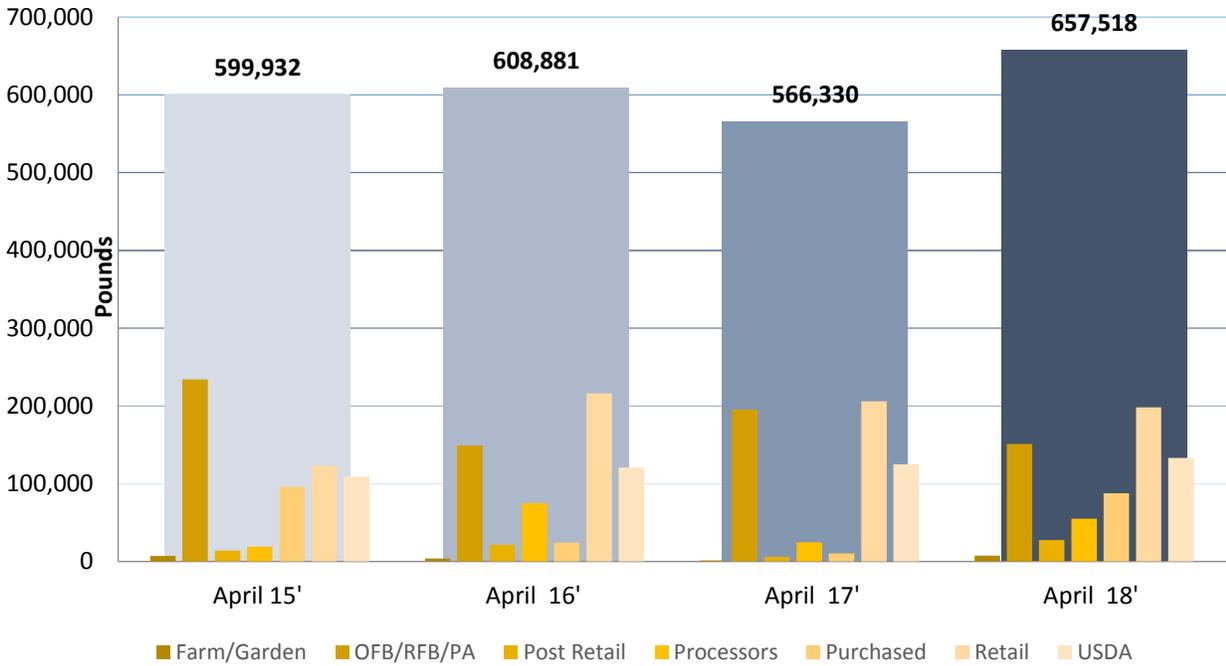


Number of Donors Rolling 12 Months

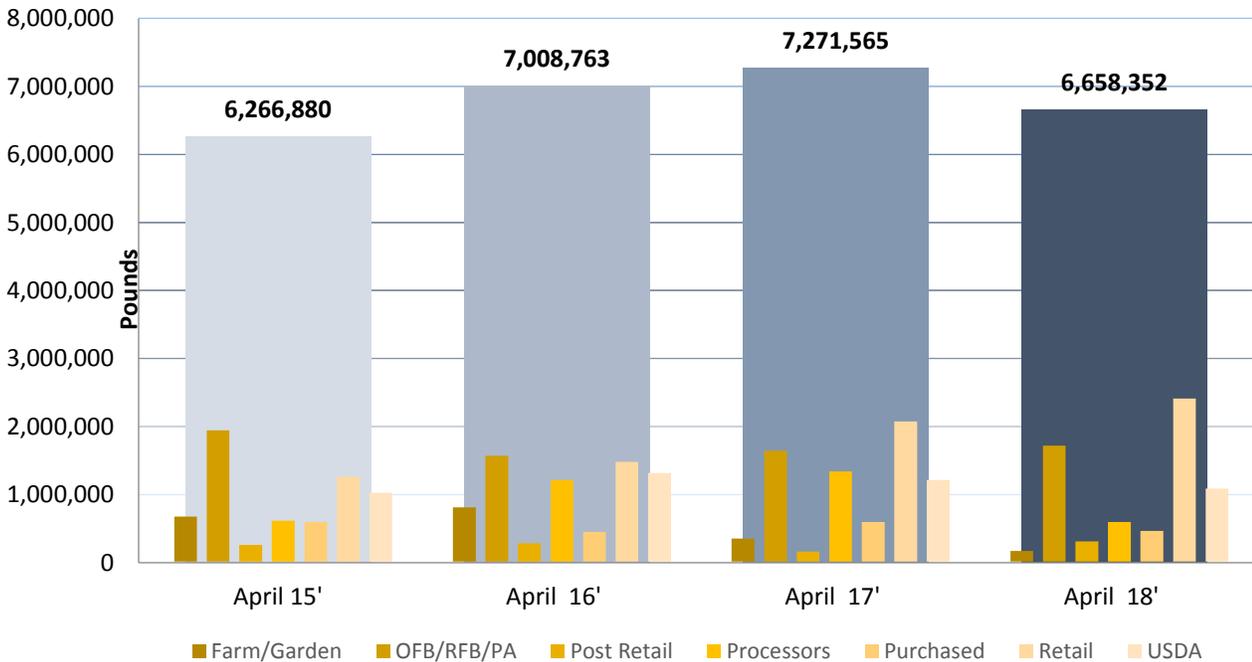


Monthly Food Report : April

Received : 4 Year Comparison

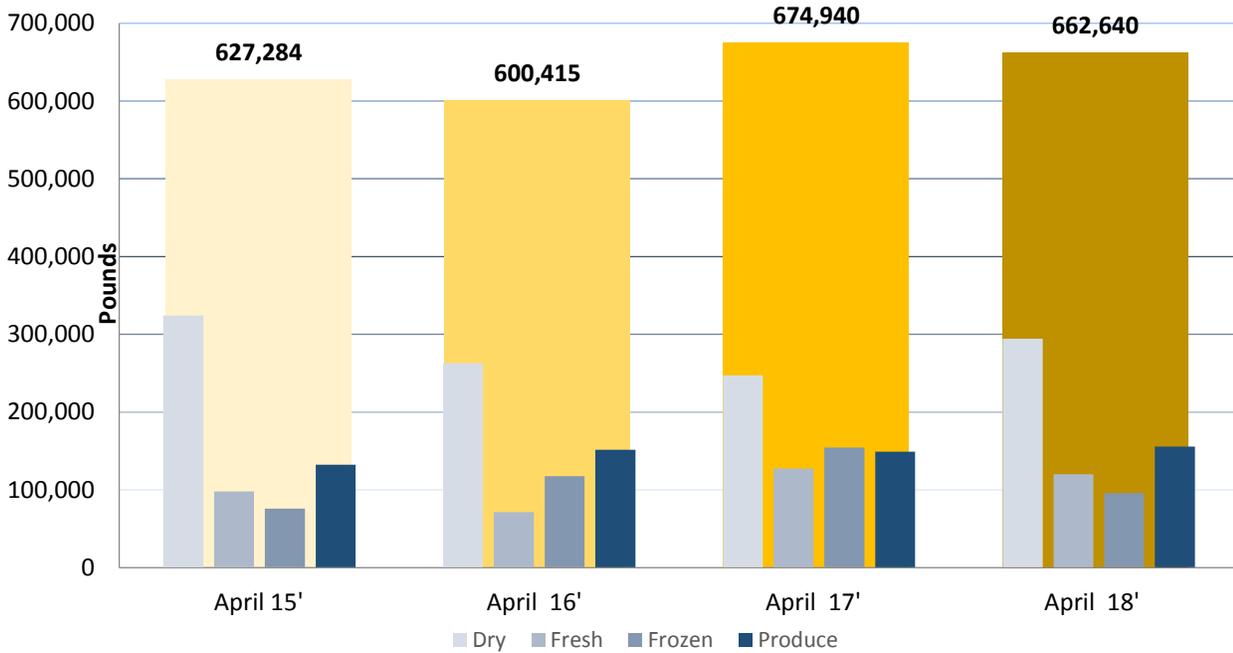


Received : 4 Year FYTD Comparison

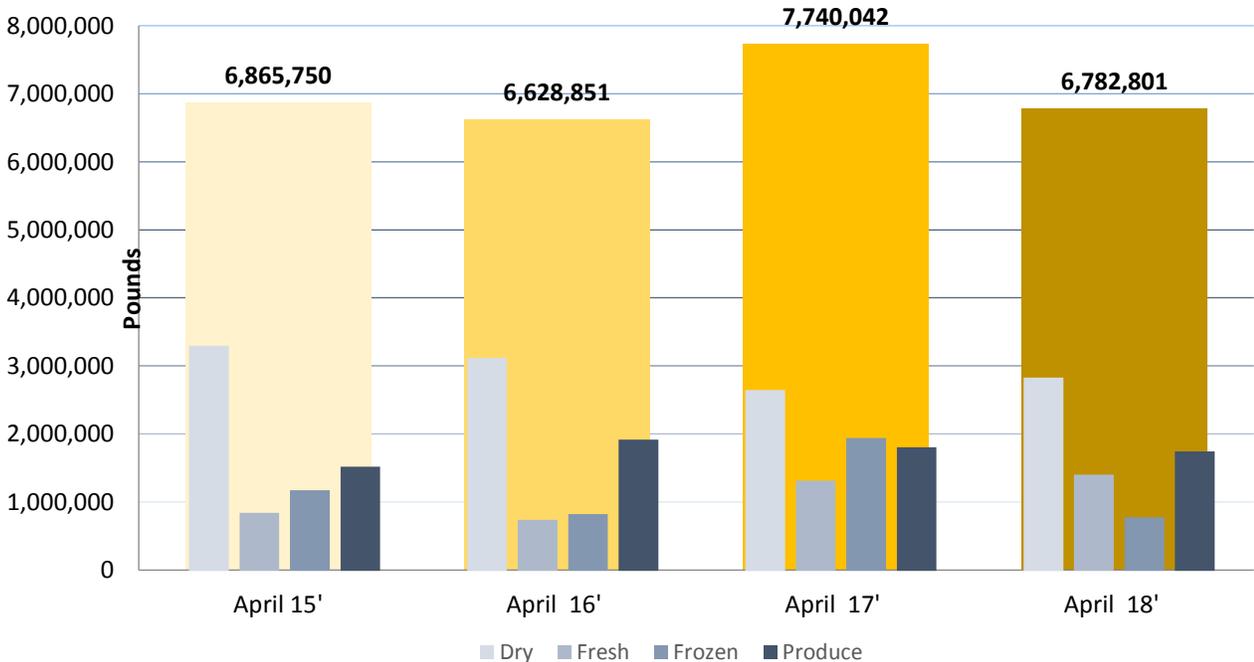


Monthly Food Report : April

Distribution: 4 Year Comparison



Distribution : 4 Year FYTD Comparison





Board Committee Updates

Executive Committee

The Executive Committee met on Thursday, May 17 and discussed the following;

- New areas of focus for the Executive Committee to concentrate on over the next year. Leading ideas are to focus on the Board's role in advocacy and the structure of a community impact committee.

Governance Committee

The Governance Committee met on Wednesday, May 9 and discussed the following;

- Potential board retreat and future board education opportunities
- Putting a master calendar together for the work of the Governance Committee
- Advancing two potential board members at the June board meeting

Finance Committee

The Finance Committee met on Thursday, May 17 and discussed the following;

- Financial reports FY to date, including food inventory data
- Began discussion on creating an investment policy
- Rick and Jim will propose an investment policy to submit by September with a goal to have an adopted policy by year end