

Harry Chapin Food Bank of Southwest Florida, Inc. | Board Annual Meeting & Board Retreat Minutes

Hope Cape House | 2430 Diplomat Pkwy. E, Cape Coral, FL, 33909 OR by conference call

Tuesday, June 23, 2015, 8:00am – 1:00pm

Social (optional): 8 – 8:30am | Annual Meeting: 8:30am – 10:00am | Board Retreat: 10am – 1pm

Present: *Board members in person:* Ray Pavelka, Craig Folk, Kristina Rodriguez, Bill Dillon, David Fry, Jan-Erik Hustrulid, Maura Matzko, Bianca Ross, Keith Scoggins. *Prospective board member:* Bob Leadbetter.

Conference call: Noelle Melanson. *Staff present:* Al Brislain, Dave Najar, Miriam Pereira, Beatrice B. Pizarro.

Absent: John Belisle, Jeremy Barras, Brian Schwartz, Anne Rose.

1. Keith Scoggins called the meeting to order at 8:32am.

MOTION: Upon motion duly made, seconded, and adopted the Board approved the consent agenda and the April 28, 2015 board meeting minutes.

2. **Discussion/Action Items**

- a. **Election of new board members** – Keith Scoggins

One new prospective board member nominated by the Governance committee.

MOTION: Upon motion duly made, seconded, and adopted the Board elect Bob Leadbetter to the board and extended Noelle Melanson's term for an additional year.

- i. The Governance committee also nominated Curt Hollaway, who is unavailable until October's meeting. No vote taken, since Mr. Hollaway was not present.

- b. **Re-election of board members for 2nd terms** – Keith Scoggins

MOTION: Upon motion duly made, seconded, and adopted the Board re-elected Ray Pavelka for a second term.

- c. **Election of Officers 2015/2016** – Noelle Melanson

The Governance committee nominated new officers: Keith Scoggins to serve as Chairperson for a one year position; Maura Matzko to serve as Vice Chairperson for a one year position; Anne Rose to serve as Treasurer for a one year position; and Bill Dillon to serve as Secretary for a one year position.

MOTION: Upon motion duly made, seconded, and adopted the Board elected Keith Scoggins to serve as Chairperson for a one year position; Maura Matzko to serve as Vice Chairperson for a one year position; Anne Rose to serve as Treasurer for a one year position; and Bill Dillon to serve as Secretary for a one year position.

MOTION: Upon motion duly made, seconded, and adopted the Board approved proposal to add Ray Pavelka to serve as an at large member on the Executive committee.

- d. **2015/2016 Conflict of Interest forms**

By-laws provide that the board members are required to fill out a conflict of interest form annually. Forms were provided to all Board members present.

- e. **Board Recruitment and Nomination Policy** – Keith Scoggins

The Governance committee recommended that the Board approve the proposed updates and revisions to the Board Recruitment and Nomination Policy. The revisions included specific provisions from Feeding America's newly adopted member contract and revamped the board volunteer application form.

MOTION: Upon motion duly made, seconded, the Board adopted the proposed updates and revisions made to the Board Recruitment and Nomination Policy.

f. Treasurer's Report – Craig Folk

- i.** Craig Folk discussed the financial reports ending May 2015. He reported the HCFB was ahead of budget in revenue and expenses, however, revenue was behind budget from last year due to timing and outstanding government grant reimbursements.. Fundraising expenses down for May, but still year to date.. Food distribution, compared to last year is unfavorably behind. Discussion ensued about paying off the facility debt..

Action – Finance committee was charged to provide the Board with a recommendation at the August Board meeting about when and how much debt should be paid off with the excess cash.

MOTION: Upon motion duly made, seconded, and adopted the Board approved the May 2015 financials.

ii. 2015/2016 Proposed Annual Budget

Mr. Folk presented the proposed budget for FY15/16. HCFB has additional TEFAP responsibilities this upcoming year, as the State of Florida selected HCFB to subcontract with five new counties to distribute commodities. Since the AmeriCorps grant was not renewed, two full-time positions will be added on to support program and volunteer activities department, and the Development department will also add a new full-time Communications position.

MOTION: Upon motion duly made, seconded, and adopted the Board approved the 2015/2016 proposed annual budget.

g. Marketing & Development Report – Miriam Pereira

- h.** Miriam referred to the May 2015 Marketing & Development committee meeting minutes and reports that were included in the board packet.

i. Annual Review President – Noelle Melanson

Staff was excused, and meeting continued with board members to discuss Al Brislain's annual review.

MOTION: Upon motion duly made, seconded, and adopted the Board approved the compensation package as it is found in Al Brislain's personnel file.

3. Unfinished/New Business/Announcements

a. Capital Campaign Update – David Fry

Kelli King distributed the new capital campaign brochure. Kelli has met with members about their commitment to the Capital Campaign. With the additional commitments received, we have raised over \$3 MM.

Action - Keith requested that the capital campaign packet be available electronically via Dropbox.

4. Annual meeting was adjourned at 10:20am.

Next Board meeting – August 25, 2015, Social: 8:00 a.m. to 8:30 a.m. social, Meeting: 8:30 a.m. to 10:00 a.m.