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Oregon Tilth, Inc. is a 501(c)(3) nonprofit organization that supports and promotes biologically sound and socially equitable agriculture through education, research, advocacy, and product certification.

Oregon Tilth Board Meeting Minutes

Wednesday August 28th, 2013

5:00-7:00 PM

Board Members Attending:
Susan Schechter
David Granatstein
Harry MacCormack
J.J. Haapala
Lynn Youngbar

Staff Attending:
Chris Schreiner
Connie Karr (taking minutes)

Erin O'Donnell

Members/Public Attending:
Rebecca Willows

5:00-5:10 Welcome, Introductions, Logistics
Meeting Begins 5:06 PM

Susan and Lynn will meet outside of this meeting to go over GoTo meeting system.

5:10-5:20 1. Member Comment

No member comments.

5:20-5:30 2. Consent Agenda

Minutes from July 23 meeting
Were revised and sent back out and available in the dropbox

Monitoring reports:
EL-7 Compensation and Benefits
Question from Lynn requested information about EL reports and what they are a part of. Susan explained that it was part of Policy Governance Model the board uses.

7.3; Report stated partial compliance and will be in full compliance in 3-5 years, but how are you reporting compliance now. Chris responded that we expect any material deviations to be corrected in the next year. Board requested date from Chris on when he can report on corrective actions. Chris stated one year i.e. with next years report, compliance will be reported. Board requests that this information be put into the corrective action of this section. Chris will make this amendment.

Question about employee agreement and if there was opportunity to update or expectation that it be updated on some time frequency. Chris explained that when there is a significant revision to personnel manual we ask staff to resign this agreement.

Question about 7.5.3 and felt that it reiterated 7.1, what is the difference? Discussion ensued. JJ and Lynn volunteered to work on revisions to this policy to bring back to the board to either further define the difference or remove one of the sections to report on.

Harry Moves to accept consent Agenda with amendment to report that Chris will add in deadline for being in compliance for 7.3 within next year.
David Seconds
Approved 5-0-0

5:30-5:45 3. Items Removed from the Consent Agenda

No items removed

5:45-5:50 4. ED Report

a. Lynn, as a new board member she appreciated it and thought it was great.
b. Board requested a heading added to this report on membership. Would like amount of members and change reported. Chris will add this to the report
c. 12% return rate on survey was admirable and good it was above 10%
d. Question about unsatisfied people and why? Connie responded that people have expectations that may not be reasonable.
e. Further discussion about the customer service survey and OTCO's ability to use this information. Also discussed Ecert's ability to track information along with OSP and provide data.
f. Board would like Ecert update in report as well. Report on updates and utilization of ecert database.

5:50-6:00 5. Board Recruitment Check In

Board expectations-how to present

a. Susan will share this document with all board members for feedback prior to next meeting.
b. Suggestion that the questions for appointees be used to vet candidates for the ballot by the nominating committee. Would like to do something different for the ballot. Maybe the nominating committee can vet candidates for the ballot. Chris went over the bylaws section addressing this. Does not seem this is possible without bylaws change. Board agrees that an appeal letter to membership to consider board service be sent out soon.
c. Goal to send something with next e-news (Sept) write up from board to start conversation and Susan will send out the document for potential board members for comments.

Nominating Committee update

a. Nothing to report from committee, discussion above.

6:00-6:15 6. Committee Check-In

Membership Advisory

a. No report; haven't met in awhile

Finance Investment Committee

a. Committee met yesterday. Document sent out to board regarding a proposed withdrawal strategy to realize equity gains and provide a more stable income flow for budgeting purposes and use in programs, especially research and education, that the committee would like to formalize. Board needs to think about this plan and ideas presented in this document. Question on whether 4% is a sustainable withdrawal rate from portfolio to invest in certain programmatic areas while continuing to grow portfolio? Would budget 3% and bank 1% to buffer against market downturns and avoid needing to sell assets at that point. Also discussion of changing mix of fixed income / equity investment in portfolio in effort to realize more gains. Currently approx. 50/50. Proposal to increase equity to 60-65% and reduce fixed income to 40-35%. JJ described what he had learned during the meeting and would like to suggest to the board that we specify 3 companies (Monsanto, Syngenta, and Archer Daniels Midland) on the "do not buy/invest" list with the financial advisors. Will discuss this further in September and make decisions on the changes suggested by the Committee.

6:15-6:50 7. Other Business & Announcements

General Membership Meeting

a. Suggestions for presenters:

1. Earl Blumenauer-Chris is in contact
2. Lisa Sedlar-Susan will contact
3. Josh Hinerfeld

Chuck Eggert

Stan Amy

Suggestions for schedule:

- Late afternoon-4 PM?
- Indoor winery tour, tasting? Winter squash? Potatoes?
- Meal: member/non-member pricing
- Tilth update/report/Voting/membership drive (promoting our cool meeting), OGOW
- Speaker (see above)
- Entertainment/dancing

Monitoring report sign up

a. Governing self-monitoring reports need to be completed. David will do M1-Unity of Control and M2-Accountability of the CEO. Susan will do G3-Agenda Planning and G4-Chief Governance Officer's Role. JJ will do G5-Board Secretary's Role. Harry will do G2-Board Job Description.

6:55-7:00 8. Meeting Evaluation – All

Homework

Confirm Next Meeting: Wednesday Sept 18th, 5:15-7:15

7:23 9. Meeting Ends