



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

Tuesday, June 18, 2013

5:30-7:00 PM

Board Members Attending:

Susan Schechter
David Granatstein
Harry MacCormack
JJ Haapala

Staff Attending:

Chris Schreiner
Connie Karr
Jessie Hancock-Malo
(taking minutes)
Erin O'Donnell
Richard Carr
Kelly O'Donnell

Members/Public Attending:

Lynn Coody

5:30-5:40 Welcome, Introductions, Logistics
Meeting Begins 5:32PM

5:40-5:50 1. Member Comment
No Comments from members

5:50-6:00 2. Consent Agenda
Minutes from past meeting
Harry moves to accept
David seconds
Approved 4-0-1 (JJ abstains)

Monitoring reports: **Treatment of consumers will be submitted by end of June and will be reviewed in July**

ED Report- Chris

a. Would like to know if everyone pays same amount to OMRI for subscription.

ED responds that it is a sliding scale based on size of certifier

b. OEC, does that refer to work at the education center or actual location in Lake Oswego

ED responds that it refers to curriculum & education delivery on backyard / gardening rather than location.

Was mentioned that perhaps Center should be removed or new / different name considered to attract more attention.

c. A request for more in depth analysis of Financials on certification, total number of clients and certification costs per client.

Finance director discusses a mid year analysis to be completed at end of June and presented in July.

d. Question about Darryl Williams move to AZ and being full time tele-commute, are we not moving away from telecommuting, what is health of staff.

Ed explains we have several full-time telecommute positions in various parts of country and health of staff is being maintained. Details about staff changes in board report.

6:00-6:35 3. Items Removed from the Consent Agenda

6:05-6:35 4. Board Recruitment Check In

Begin formulating questions for candidates

- a. Discussion around board packets, should there be one packet with links to by-laws, articles etc or should there be two distinct packets.
- b. Possible Candidate questions/qualities from brainstorm (noted by Susan)

Team player

Unique skill or skills

Have representatives of farming community and processing community

Disclosure-could current employee as member apply to serve?

Former employee or client-full disclosure, ensure the candidate is the right fit for the organization

Why do you want to serve?

Ability to function on a board in a group setting

Don't want someone who does not work well with others

Perhaps ability to assist with fund raising

Diversity (at least on certification side) i.e. organic industry representative

Involvement with a greater sustainable ag community

Public/private partners

Experience with foundations/non-profit

Farmer, rancher, processor, eater

Member of Oregon Tilth

Enthusiasm for organics

Geography? Would different time zones be challenging?

Look to retired folks who may have more time to contribute

Experience in running a business

6:35-6:50 5. Committee check-in

Membership Advisory

- a. Meeting approximately monthly, attempting to schedule to allow time for consideration and adequate board review time

Audit Committee: removed from agenda, waiting for auditors to complete report; expect update for Board in July

6:45-6:50

6. Other Business & Announcements

Rescheduling EL-1 Treatment of Consumers: see item 2. of agenda
Dashboard Metrics Tool:

- a. agenda item for July, will reflect high level metrics for the organization that a team of Tilth staff will share refined draft with board.

Schedule discussion about 501 (c)5

- a. To be discussed at retreat this weekend.
- b. Focus on strategic planning at retreat rather than restructure, pro's & con's. Perhaps have un-biased information from professionals either previously used or new professionals.
- c. Is there enough information to begin the restructure discussion at in-person or is it more prudent to have a tax professional advise prior or at the retreat?
- d. What do we want to see happen and what are the goals? once established engage professionals for possible structural options.
- e. Possibly push NOP boundaries, premature to conclude certification is inconsistent with 501(c) 3.
- f. 3 Main issues facing the board in the short term; board recruitment/retention, structure /restructure, strategic planning.
- g. A report from staff on urgent needs of the organization, strengths/weaknesses, trends, threats, opportunities for upcoming retreat.
- h. Review of strategic plan from 2009 for retreat this weekend as well as Elizabeth Sachs report.

Confirm in-person meeting

6:50-6:55

7. Homework All

6:55-7:00

8. Meeting Evaluation – All

- a. Appreciated the amount of discussion rather than up and done
- b. Went well
- c. Thought a great job done with agenda as well as Susan's facilitating. Interest in a regularly scheduled executive session.
- d. Thanks to the board members for their service, the opportunity to listen in and ability to get bigger picture.