



260 SW Madison Ave. Ste 106 | Corvallis, OR 97333 | www.tilth.org | PH 503.378.0690 | FX 541.753.4924 | organic@tilth.org

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 October 15, 2013
5:00-7:00 PM**

Board Members Attending:

Susan Schechter

Harry MacCormack

J.J. Haapala

Lynn Youngbar

Members/Public Attending:

Rebecca Willows

Lynn Coody

Staff Attending:

Chris Schreiner

Connie Karr

Jessie Hancock-Malo (taking minutes)

Allie McCombs

Erin O'Donnell

Erin Radniecki

- 5:00-5:10 Welcome, Introductions, Logistics
Meeting Begins 5:05 PM
- 5:10-5:20 1. Member Comment
A. Lynn Youngbar is visiting Tilth office week of 10/21/13
- 5:20-5:45 2. Consent Agenda
A. Minutes from September 18 meeting
B. Monitoring reports:
i. G-2 Board Job Description (removed)
What is the role of board members?
Lynn will work on prior to November Meeting
ii. G-5 Board Secretary's Role (removed)
iii. EL-4 Financial Conditions & Activities
iv. EL- 5 Emergency CEO Succession
a. Lynn offers a professional perspective: distinguish between a temporary succession plan vs. a long-term plan.
*** Chris is to take soft feedback and board to consider rewrite to policy.**
C. Policy rewrite:
i. EL-7- Compensation and Benefits—specifically 7.5.3
*** Soft feedback Chris needs edit upon next reporting to address issues of different treatment for CEO in regards compensation and benefits.**

**Harry Moves to accept meeting minutes and monitoring reports
JJ Seconds
Approved 4-0-0**

- 5:45-5:50 3. Ed- Report
- A. Helps to inform on the day to day operations of Tilth providing insight and information for board decisions
 - B. Question on running membership reports at same date each month and over a longer time frame (6 months- 1 year) to capture the ebb and flow of membership. Discussion regarding tracking in the future. Staff is tracking membership on a monthly basis, affording the ability to show more trends in the future.
 - C. Appreciate work with Friends of Family farmers/GMO work at state level
- 5:50-6:00 4. Board Recruitment Check In
- A. Board Candidate questionnaire-review
 - Clarify language re: Lynn Cody of the MAC asked the board what it meant by the term full disclosure statement on the Board Candidate Statement and how the information will be used.
 - i. Collective board – information to be used to inform voter, intention to inform membership voters whether the candidate had a formal grievance with OT. The concern was if someone is running for the board because they have a formal grievance with OR Tilth, they may only be interested in their issue and not providing overall governance of the organization.
 - ii. Board will revise to state “formal grievance” for 2014 voting.
 - iii. Ballot will include full disclosure information
 - B. Nominating Committee update-ask MAC for help in finding good board candidates?
 - C. Bylaws alignment with NOP regulations
 - NOP rules state that immediate family members of a certified operations and those who have been a consultant to certified operations are not allowed to be on the board, but this isn’t clearly spelled out in the current bylaws.
 - i. **Board decided to place this change item on November agenda and to create a sub-committee review/revise By laws.**
 - ii. Add additional language to Article IV, Section A.2 of by laws to include and send out to all board members by 10/18 to satisfy 14 day notice.
JJ motion that we put the bylaw changes that are recommended to a vote of the membership as part of the annual vote.
- 6:00 -6:10 5. Committee Check In
- A. Membership Advisory Committee (MAC)
 - Review Garth’s notes from last month’s meeting
 - i. Organizational changes; Gay Timmons has become chair of MAC
 - ii. 7 members attending
 - iii. Meeting on 2nd Tuesdays of each month
 - iv. MAC is recommending to the Tilth board that the legal structure of Oregon Tilth change to allow certified parties to be elected or appointed to the board.
 - v. MAC is concerned at the large scope of certifications that Tilth offers: cost and benefits of various scopes to the organization.
 - vi. JJ asks the MAC for assistance in expanding the membership.
- 6:10-6:50 6. Other Business & Announcements
- A. General Membership Meeting
 - i. Staff to crunch numbers and committee to decide on menu and budget
 - B. Update from planning committee and next steps
 - C. Board Budget-plan for next year
 - i. David & Susan to work on budget for board related expenses for 2014
 - ii. Would like to create an itemized budget for board expenses vs. one line item on Tilth budget as it was this year.
- 6:50-6:55 7. Homework – All
- A. Review board calendar
 - B. Confirm next meeting: **Tuesday November 19th, 5pm**
- 6:55-7:00 8. Meeting Evaluation
- A. Echo was very bad.
 - B. Go to meeting is bad

- C. How can certified members serve on board?
- D. Perhaps place MAC notes in board committee notes
- E. Need to clarify the role of MAC

9. Meeting Ended 7:09pm