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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 September 18th, 2013
5:15-7:15 PM

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

Staff Attending:
Chris Schreiner
Connie Karr
Jessie Hancock-Malo (taking minutes)

Erin O'Donnell

Members/Public Attending:

5:15-5:25 Welcome, Introductions, Logistics
Meeting Begins 5:15 PM

5:25-5:35 1. Member Comment
Lynn discussed Chris's OOC award.

5:35-5:55 2. Consent Agenda
A. Minutes from August 28 meeting
B. Monitoring reports:
i. G-2 Board Job Description (removed)
What is the role of board members?
ii. G-3 Agenda Planning
iii. G-4 Chief Governance Officer's Role
Seems strict and does not allow for comment/flexibility
Boards role to manage ED and minimize operational oversight
Board to review notes from membership advisory committee
Balance needs to be struck, perhaps re-word
Conversations expected
Align 4.1 & 4.3; revise 4.1.2 accordingly
Lynn agrees to draft a rewrite of policy by next board meeting
iv. *G-5 Board Secretary's Role (removed); revisit 5.1.1 and 5.1.3*
v. M-1 Unity of Control
vi. M-2 Accountability of the CEO
C. Policy rewrite:
i. EL-7- Compensation and Benefits–specifically 7.5.3 (removed)

Lynn Moves to accept consent Agenda
David Seconds
Approved 5-0-0
* Adjustment to future agendas requested to allow for more discussion on items not easily consented on.

5:55-6:30 3. Items Removed from the Consent Agenda

G-2 Board Job Description
EL-7- Compensation and Benefits–specifically 7.5.3
G-5 Board Secretary's Role
Remain current with board agenda
What is the role of the secretary?
Develop system/process of updating policies and bylaws
Date of Adoption & Date of Revision to be added to all policies when changes are made (In dropbox folder).
All to be added to next board meeting agenda

6:30-6:45 4. ED Report

A. OTA Farmer task force, was there something the board is to do about that?
Chris - Nothing for board to do, on Chris's plate
B**.** Is it possible to create trend lines from previous years for membership, etc?
Chris - Difficult to pull historical data from Ecert but will be saving data on regular basis going forward
C**.** Are grants going out reflective of strategic planning of the organization vs. reactive to what is available?
Chris - Funding opportunities approached with strategic consideration to Tilth programs, strengths/unique position and filling gaps/needs (avoid duplicative efforts). Strategic plan to be updated in 2014 by Board, need to plan time for this.

6:45-7:10 5. Board Recruitment Check In

A. Board recruitment packet w/ expectations-review and approve
Any revisions to be sent to Chris and revisions to be made then sent out to board for approval via email.
B. Board Candidate questionnaire for election nominees-review and approve
Are the documents separate from appointment document?
Revisions made during meeting captured by Susan during & sent to Jessie
Questions to be included in a candidate statement with a word limit, rather then each individual question answered, up to 350 words total
Draft to be sent to board and approved via email by 9/23/13
C. Nominating Committee update
Several leads from various board members, waiting for board recruit packet
Should nominating committee approve possible leads prior to initial contact?

7:10-7:30 6. Committee Check-In

A. Membership Advisory Committee (MAC)
Discussion tabled until MAC mtg report is reviewed by all board members. The report is posted on Dropbox, under Meeting Materials → 2013 → 2013-09-18 Meeting
B. Finance Investment Committee: decision about Mackey feedback and withdrawal proposal

a. Two scenarios – current portfolio at 30% SRI vs. 70% SRI. The benchmark in two graphs is the same. Switching to the 70% SRI is predicted to lower annual return by 2% over a 10 year period (based on past 10 years).

Board consensus to increase SRI investment to 70%

b. Does a 4% annual withdrawal seem feasible? Yes, but should revisit annually to ensure long-term viability.

Board consensus to establish 4% withdrawal policy annually; 3% to be used in for programmatic budgets, 1% to savings

c. Mackey suggests raising equity proportion to 60% equity/40% fixed based on likely interest rate increases.

Board consensus to increase to 60/40% of equity/fixed investments

d. Discussed the board's fiduciary responsibility and where is it in the board's policies. Tabled discussion until Susan could meet with consultant about where it fits into our policies.

7:30-7:40 7. Other Business & Announcements

A. General Membership Meeting

Committee formed: Lynn, Shelby & JJ

7:40-7:45 8. Homework – All

A. Confirm Next Meeting: Tuesday October 15th, 5:00-7:00

7:45-7:50 9. Meeting Evaluation – mtg adjourned 7:50pm