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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**  
**Saturday and Sunday, February 22 and 23, 2014**  
**McMenamin's Kennedy School**  
**4:00-6:00 PM**

**Board Members Present:**

David Granatstein  
John Haapala  
Meta Loftsgarten  
Susan Schechyer  
Lynn Youngbar

**Staff Present:** Chris Schreiner

**Others Present:** Todd Wallace

**Minutes compiled by** Susan Schechter

**Welcome, Introductions, agenda review:**

**Getting to know you...teambuilding**

**Creating Ground Rules**

- Be respectful of others opinions
- No personal attacks-stick to the issues
- Look for opportunities to agree
- Aim for consensus and if not in agreement, use Robert's Rules of Order
- Order process for participation: raise hands or go around the table
- Votes will be by quorum (majority vote) for decisions needing a quorum
- Be respectful of the agenda and time (includes being prepared for consent agenda)
- More orderly meetings-how do we have discussions outside of meetings, consider what goes on the consent agenda; be concise
- Welcome diversity of opinion and respect the process of decision making
- Agree to disagree and be willing to apologize
- Differentiate between personal agenda and what's best for the organization

## Appointment Process

**Review revisions of process for board appointments**

**Timeline for adding new board members**

Need to find a way to prevent the board from appointing majority of board.

**Change bylaws to prevent board from appointing majority of members.**

- Brainstorm names for filling vacancies
  - Russ Hatz-retired from NRCS
  - Sarah O'Brien-small farmer, Willamette Partnership
  - Amy Brown-formerly with New Seasons Market
  - Individual from Capital Pacific Bank
  - Cory Carmen-Carmen's Ranch
  - Susan Bragdon-international law professor/attorney
  - Ryan Wist-Oregon Food Bank
  - Mike Reid-OT member, retired

Look at the organization's constituency and attempt to get adequate representation

**Determine appointments by May**

**Lynn and John will get together before next meeting to determine next steps for appointments**

Appointee Name



Nominating Committee contacts



Nominating provides information to full board



Appointee is not interested or not qualified

Nominating Committee sends application to appointee



Application is returned to the Nominating Committee and forwarded to full board



Nominating Committee makes recommendation to full board ⇒ board votes to pursue or not

Appointee is interviewed by Nominating Committee



Nominating Committee reports to the full board



Board votes on appointee

## Reinventing the MAC and coming to closure on restructuring

**Overview of MAC—context and history**

**Review revised charter proposal**

**Process for coming to agreement on charter w/ MAC**

- Determine purpose of MAC
- History of MAC genesis
- What kind of relationship and how to communicate with them

- David provided background
  - Communicate concerns with membership
  - Cultural differences between what Oregon Tilth is, was and should be
  - MAC formation was reactive and an effort to improve communication between members and the board
  - Initial formation was skewed
  - Board invited participation, committee members self-nominated (provided name and letter of interest)
  - Oregon Tilth members willing to put time and energy into the organization and committee serves for the time being
  - Need to create documents that will live beyond the present
  
- Revise MAC purpose to articulate two-way communications
  - No decision-making over the board
  - Committee could be a source for potential board candidates
  - Committee serves as an opportunity for certified members to provide feedback to the board on policy and planning
  
- The changes in purpose, scope and authority follow:
  - **Revised purpose:** This charter document revises the purpose as follows: The purpose of the Membership Advisory Committee is to create an additional mechanism where members, including those ineligible for board service of Oregon Tilth, can have input to the board on behalf of the membership. The MAC also serves as a mechanism for the board to solicit input from the membership.
  - **Scope:** The Scope of the communication between the MAC and the Board is limited to policy and planning for which the Board has authority to make decisions. This will not include items that violate any accreditations held by OT.
  - **Authority:** The MAC serves in an advisory capacity to the Board to provide a channel for Oregon Tilth members to have a voice in the governance of Oregon Tilth. The MAC has no formal authority to govern or make decision for OT.

#### Reviewed edited MAC charter

- Make approved board minutes available on the web site
- When approved, MAC will send their meeting minutes to the board
- MAC will notify the board if they have an issue to bring to the board's attention for upcoming board meetings
- Respond to the MAC when they propose an action item
- MAC requests for board meeting agenda time will be at least seven days prior to a board meeting

#### Restructuring—where do we go from here?

##### Review the genesis of the concept

##### Agreement on next steps

- Concerns about IRS issues, exposure, UBIT activities
  - We respond to the request by saying we are satisfied with asset protection and low risk of exposure to organization as 501(c)3 by certification as unrelated business income

- We focus on members ineligible to serve on the board through having a high functioning MAC
- **Review progress on coordination with the MAC in one year**
- We have received legal and financial counsel and have developed a system for generating sustainable long-term income from endowment
- Working toward supporting research and education
- Continue to explore ways to protect endowment from potential litigation
- **Send response to MAC before March MAC meeting**

### **When and how do we revise bylaws**

- Discussion about when to review the bylaws.
- Agreement that it should be done in person.
- Create a bylaws committee
  - Place in the parking lot
  - Secretary will track bylaws issues to address
- Attorney has bylaws template that is easier to read
- **Meta and John will serve as bylaws subcommittee and will bring a first draft to the full board prior to the next in-person meeting to allow for deeper discussion in person**
- Potential items to change:
  - Officers of corporation and officers of board need to align
  - Elections process
  - Vote for board appointments
  - Appointments process to fill vacancies (majority vote)
  - Term lengths
  - Number of board members also listed in the Articles of Incorporation
  - Need to synchronize bylaws and Articles of Incorporation
  - Format
  - Revisit board compensation

### **Policy Governance**

#### **How do we use this operating system to become a high-functioning board**

- How to improve processes
- What's working well
  - EL reports and our response to them (and the discussions around them); sets boundaries for executive performance
  - Pay attention to policy vs. operations; potential to keep separation
  - Reflecting on statutory board duties
- What's not working well
  - Language
  - Accessibility for new users
  - Mechanism to discuss policy issues between meetings
  - Clarity of use of consent agenda – need to practice
  - Policy review/modification
  - Training for new board members
    - \* Primer that includes board expectations for management

- \* Board expectations for themselves
    - Revisit the schedule for self-monitoring
- Monitoring ourselves
  - Checking in
  - Still relevant
  - Design processes in an achievable way
- Create space in meetings to modify policies
- Review of policy types-Executive Limitations, Governance, Board-Management Linkage, Ends (strategic outcomes)

Change submitting meeting materials to 14 days prior to meetings

Primer for new board members to include:

- Intro to Policy Governance
- Policy register
- How-to for Dropbox
- How-to for consent agenda
- Monthly calendar

### Parking Lot

- Decision making process
- Be clear about our language
- Bylaws: board can't appoint majority of members at one time
- Examine constituencies we recruit board members from
- NOTE: what is our geographic identity (future conversation)
  - State—regional—national—international
- Revisit parking lot
- Create bylaw committee (possible to use template)
- Organizing Dropbox (Chris and Susan)
- Stakeholder engagement survey-research (Chris, Lynn, Meta) for April meeting

### Calendar

#### APRIL

- Tell MAC we are crafting response by their March meeting (one week in advance)
- Chris, John, Susan craft response to GMOs and questions re: GMOs using OTA 2011 draft
- Conference call meeting

#### MAY

- Appoint board members

#### JULY

- In-person meeting
- Bylaws draft
  - Reformatted
  - Board and membership vote
- Strategic planning

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#### OCTOBER

- In-person meeting-last weekend + annual meeting?
  - Lynn is gone from November 5 through December 4

#### NOVEMBER

- 40th anniversary celebration-annual meeting at 40th?

#### DECEMBER

- Annual meeting?

#### 2015 FEBRUARY

- Review process with MAC

## **BUSINESS MEETING**

### **January minutes approval**

Meta moves to approve January board meeting minutes

David seconds

Approved 3–0–2

### **ED Report and Financials**

- Clarification of whether his report is on the consent agenda or not (it's not)
- Question about expanding support for transitioning farmers-does the board need to sign off on new operations programs. Look at education as one big program and organization is doing a lot of education, using different methods for reaching different audiences. Identified this as an opportunity to meet needs. Tie programs into strategic planning at a higher level and consider endowment resource allocation.
- Discussion clarification about programming as it applies to the board's priorities. Discuss programming with board and maybe get more interesting feedback.
- Clarification on new positions (Education Director, Strategic Communications)
- Explanation of unearned retainer
- Explanation of eCert
- Received more renewals than expected
- Received Bullitt Foundation grant this week for Oregon and Washington , specifically Portland, Olympia and Seattle

**Chris will show number of employees on future ED reports**

### **Budget for New Office**

- Board needs to approve expenditure for leasing new office space in south Corvallis because it's more than a \$10,000 expenditure
- Accounted for new office space in the budget for one year and are ready to sign the lease
  - 5 year lease-existing space is \$3485/month for 3800 sq ft
  - 5 year lease for new space is \$5000/month for 6500 sq ft
- New space is the former post office
- Oregon Tilth will be the sole occupant
- No penalty for departure from current space
- Two conference rooms
- Surveyed staff to ask what they wanted in a new space
  - Susan moved to approve the expenditure for leasing the new office space
  - Meta seconded
  - Expenditure approved 5–0–0

### **Adopting Board Appointment Process**

Based on discussion at this meeting, would you adopt, in principle, the appointment process?

Meta moved to approve, in principle, the board appointment process.

John seconded

Appointment process, in principle, approved 5–0–0

### **March Meeting Date**

- Lynn will be leaving March 7, returning April 4

- Suggest skipping March meeting
- Discussion on whether to have meeting or not, how to address logistics, what to put on the agenda
- Unanimously agreed to not hold a business meeting in March

**NEXT MEETING: Tuesday , April 15, 2014**

**5 to 7 PM**

**Conference call**