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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 April 24 and 25, 2015 Portland, OR**

**Friday April 24, 2015  
3pm – 8pm**

### **Board Members Attending:**

Lynn Youngbar  
Justin Freeman  
Susan Schechter  
Ryan Wist  
Emma Sirois  
Ann Forsthoefel

### **Staff Attending:**

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

### **Introductions and icebreaker**

Lynn called the meeting to order and confirmed that everyone had reviewed meeting materials. Welcome to new board members: Emma Sirois, Ann Forsthoefel and Justin Freeman. Group activity to get to know each other's background, education and work experience.

### **Membership Advisory Committee (MAC) update**

Prior arrangements were made to have Joel Reiten from the MAC call-in to meeting. Both Chris and Ryan had been in contact with Joel during week leading up to meeting. However, Joel did not call-in and efforts to contact him were unsuccessful. No MAC update.

### **Consent Agenda**

- Minutes of 3-17-15 meeting (*removed due to incomplete details on motion for appointing Emma Sirois*)
- Minutes of 4-16-15 meeting
- EL-4 Financial Conditions & Activities Q1 2015
  
- **Ryan moves to approve remaining two items (April board mtg minutes; Q1 2015 Financials monitoring report) on consent agenda. Emma seconds. Five in favor, one abstention. Motion passes (5-0-1)**
- **Action item:** Susan will check her notes from March meeting to see if she has missing details.

## **Executive Director's Report**

Everyone had read report. Discussed farmer outreach event in Klamath Valley at which Education staff attended. Good turnout - approximately 50 people; 20 growers looking into opportunities for transition to organic. Justin Freeman was also in attendance.

## **Board Committees Structure**

Discussion regarding overall purpose and role of stronger committee structure. Stronger committees links to goal to transition board meeting schedule to less frequent (but longer, in-person) meetings, supplemented by active committee work in between full board meetings.

Q: How to select chairs? A: Volunteer basis; unless clear link to board officer (i.e. Treasurer chairs Finance Committee)

Q: Do we recruit non-board individuals to committees? A: Will depend on committee. Governance should likely be board only. Open to possibility of non-board members serving on other committees. Seek individuals with applicable skills. Could serve as pool of candidates for board service recruitment. Be mindful for conflicts of interest when considering non-board members.

Staffing of committees. Agreement that staff assigned to committee will provide support:

- Staff provide coordination / logistical support -- scheduling, meeting format, materials preparation, agendas, notes (not detailed)
- Caution / awareness around committees trying to direct operations
- Caution / awareness of committees delegating committee work to staff that should really be committee-led work

Given current size of board (maximum 7 positions), decision to begin with 4 standing committees, with option to create ad hoc committees, as needed. Four standing committees:

- Membership Advisory Committee (already has a Charter; need to recruit more members)
- Finance Committee (would assume duties of Audit Committee and Financial Investment Committee)
- Board Recruitment and Enhancement Committee
- Governance Committee

## **Group activity to confirm committee composition and develop draft purpose & job description.**

MAC already has composition and established Committee Charter, so focused on 3 other committees.

### Governance Committee:

*Composition:* Susan Schechter (chair), Lynn Youngbar, Chris Schreiner (staff)

*Purpose:* To ensure Board and Executive Director develop and comply with Internal governance policies

*Job Description:*

1. Review and update bylaws periodically (3 - 5 years)
2. Review, revise and update organizational governance policies annually
3. Set annual monitoring schedule and ensure schedule is followed

### Finance Committee:

*Composition:* Ryan Wist (chair), Ann Forsthoefel, Renee Kempka (staff)

*Purpose:* To ensure stability and stewardship of financial resources

*Job Description:*

1. Oversee fiscal audits and tax filings

2. Review profit and loss, balance sheet, quarterly monitoring reports and ensure recommended follow-up actions are effective.
3. Review budget process and rationale to facilitate presentation of budget to the full board for approval.
4. Oversee protection of organizational assets.

**Board Recruitment and Enhancement Committee:**

*Composition:* Justin Freeman (chair), Emma Sirois, Steve Crider, Jessie Hancock-Malo (staff)

*Purpose:* To ensure a strong and diverse board through outreach, education and mentorship.

*Job Description:*

1. Continually solicit potential board members
2. Manage the board appointment process when there are openings and recruit members to run for open board positions
3. Develop and maintain board needs assessment
4. Increase board diversity
5. Create and facilitate on-boarding, mentoring of new board members including maintaining board recruitment materials
6. Regularly conduct board training and identify other training opportunities
7. Participate in planning the annual Membership Meeting

**Meeting adjourned.**

**Saturday April 25, 2015  
8am – 2pm**

**Board Members Attending:**

Lynn Youngbar  
Justin Freeman  
Susan Schechter  
Ryan Wist  
Emma Sirois  
Ann Forsthoefel

**Staff Attending:**

Chris Schreiner (taking minutes)  
Connie Karr  
Jessie Hancock-Malo  
Sarah Brown  
Chris Roddy

**Other attendee:** Steve Patty, Dialogues in Action

**Strategic Plan Phase 3 presentation and discussion (w/ Steve Patty facilitating)**

Discussion of strategies linked to key impact areas, including operational priorities & sequencing, key elements of implementation, and indicators & measures.

All four staff shared individual reflections on the draft plan, highlighting what they're most excited about, where they see stretch in productive ways, and how activities relate to their work.

*Group discussion reviewing each of the following 4 impact areas and the associated strategies for implementation.*

1. Increased collaboration, support and investment in organic
2. Engaged and educated consumers who trust in organic
3. Certified clients receive more value and multiple benefits
4. More farmers and ranchers are retained and transitioned into organic

### *Communications as cross-cutting strategy*

Discussions of “brand,” “awareness,” and “engagement” – all apply to our ability to communicate with others. In 2014, Chris Roddy led 4.5-month process of communications strategic design (a communications plan). A lot of aims / tactics are nested into the larger strategic plan for the organization. Have implementation plans underway and ways to measure success (some are brand new, so we need time to develop baseline and assess traction). Communications Team have huge role to play to support strategies of the organization. New website’s organization of information and content highlights new direction of communications / messaging and opportunities to connect the work of the organization to values-based decisions and behaviors. Focus of communications work: It’s all about story – connect through story.

### *Considering whole plan and its implications*

Reminder that strategic plan is different than operational plan (wherein all the specifics of what will happen is defined). It’s also not a communications plan (where the ideas are translated for the best possible engagement – both internally with staff and externally with those we serve and the public). We can wrap strategic plan, while continuing work on implementation and communication efforts.

Key themes emerged for staff to consider in further development and refinement

- Staff ownership and inspiration – Agreement with the importance of staff having ownership of and being inspired by the strategic plan. Clearly, the concepts in Part 1 (Who We Are) represent our values and resonate the strongest. Need to strengthen connection between those values and Phase 3 strategies.
- Bolder – We shouldn’t necessarily make everything in the plan more aggressive. Nor should we position it as so aspirational that it is no longer attainable. Still, particularly with Impact Areas 1, 2, and 4, we need to think more boldly. This might mean that we reposition or reframe some of the strategies to make them not just “business as usual.” Also, remember that we are defining “stretch” as both scaling stretch (e.g. doing more with existing efforts) and innovation stretch (newer initiatives). Not every strategy needs to be bold in both ways, and not every strategy should be equally bold.
- International – Throughout the plan, the international intent of Oregon Tilth should be represented.
- Metrics – Reconsider what we are using for the primary metrics. And then take the key metrics and represent the most relevant one or two in the chart of “what we will do” and “what will result.” Make sure there’s a clear connection between primary metrics and those in the chart next to individual strategies. We don’t need many metrics (more is not necessarily better), just the key ones.
- Investment – The board may consider the possibility of investment that is beyond the usual if the strategy is sound and evolutionary for Oregon Tilth. Consider proposing something that might require new kinds of resources to attain. And if so, please provide some specificity about the level of resource needed.
- Add strategy 1.4 – Suggestion to create a new strategy to include developing strategic alliances with unlikely partners was met with agreement.
- Wording of impact areas – try to make this more inspiring and bold in their characterization. “We believe” statements can serve as inspiration. Also be sure to refer to “intended impacts” articulated in Phase 1 / Who We Are.
- Research – Consider highlighting a few key areas we’d like to research and understand more. Research on quantifying health impacts or environmental benefits. Research on economics impac

*Next steps:*

- Summarize / synthesize input and staff works on revisions to reflect feedback.
- Present and work through updated plan draft through Strategic Task Force.
- This could be several iterations before ready to present to board for ratification.

## Set 2015 board calendar

Discuss dates for in-person meetings, online / phone meetings and Annual Meeting.

**Ann moves to set Annual Meeting date for Nov. 19th. Ryan seconds. All in favor. Motion passes (6-0-0).** Location and other details TBD.

Schedule outlined for 2015

- May: Committees meet to organize--set their own meeting dates and time
- *June 16, 4 – 6pm: Board Meeting.* Phone conference call
- July: Committees meet as necessary
- *August 18, 4 – 6pm: Board Meeting.* Phone conference call
- *Sept 25, 3 – 8pm and Sept. 25, 8am – 2pm: Board Meeting in person.* Evaluate programs, prepare for 2016 budget
- October: Committees meet as necessary
- *November 19, 3 – 6pm Board meeting in person.* Budget and E.D. evaluation  
*November 19, 6 – 8pm Annual Meeting* (right after board meeting)
- *December 15, 4 – 6 pm Board meeting.* Phone conference call. Adopt budget and complete ED Evaluation

**Action item:** Lynn to upload board schedule in dropbox

## Emerging issues and trends

Board wants to allow time for substantive discussion of key issues / trends facing the organization and sustainable ag / food community & sector. Suggest using following framework to guide discussions:

- Initial framing / identification of issue
- What does board need to know?
  - What does it mean for the movement?
  - What does it mean for the organization?
- Who might our partners / allies be in working on this issue? Where is leverage?

Topic: Division and in-fighting within the organic community, specific example: lawsuit filed against USDA NOP

Lawsuit – 15 groups filed against USDA NOP regarding materials sunset process changes. Discussion of how materials get on the National List – petition to NOSB and 2/3 majority vote. Sunset – every five years, each material is re-reviewed to determine whether still appropriate for use. Prior NOSB process/policy: every material fell off unless 2/3 majority to keep it on. In 2013, NOP changed this process/policy. New policy: the material stays on unless 2/3 vote to remove. Groups involved in lawsuit unsatisfied with change and lack of transparency and public process.

*What does it mean for movement / sector?*

Discussion of consistency and certainty in terms of materials to support an organic sector and its growth. Ability to use tools needed. Anything that makes predictability difficult is not good for business, especially when it comes to certification standards and product formulations.

Within organic movement, we are occupying a lot of energy and resources fighting amongst ourselves. Another impact is eroding confidence in organic label and program (for consumers and prospective clients). Feeds a narrative of “regulatory capture,” “undue corporate influence,” and “loss of integrity.”

*What is impact on Oregon Tilth?*

Haven't taken a position on the lawsuit. If Tilth took a position, then we'd be positioning ourselves for conflict. This could be an issue to bring before the MAC for input and consultation.

Q: What can Tilth do around these courageous conversations? A: Not choosing sides. Take a stand for more dialogue. Rise to higher level and initiate a discussion focused on good stories, all that's right about organic (instead of what's wrong and needs fixing). Focus on building a coalition of the positive.

How do we create the space to have these conversations at board level? Suggestions:

- Possibly have standing agenda item on board meetings.
- Practice communicating / sharing information that we think we should be aware of.
- As part of Exec Director's report, visually highlight emerging issues / hot topics to draw attention to them.

**Meeting adjourned.**