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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**  
**Tuesday, December 15, 2015**  
**4:00-6:00 PM**

**Board Members Attending:**

Emma Sirois  
Justin Freeman  
Lynn Youngbar  
Susan Schechter  
Steve Crider  
Ryan Wist

**Staff Attending:**

Chris Schreiner  
Connie Karr  
Jessie Hancock-Malo  
Monica Murray (taking minutes)  
Renee Kempka

**Members/Public Attending:**

Joel Reiten, Membership Advisory Committee (MAC)

**Public Comment**

None.

**Consent Agenda**

*Board Meeting Minutes November 19 and November 30*

- Susan had emailed with a few suggested edits. Chris confirms they were incorporated into current drafts on dropbox.
- Ryan moves to approve board meeting minutes for November 19 and 30, 2015. Justin seconds.

**Motion passes unanimously (6-0-0)**

**Adopt 2016 Budget**

*EL 3 Financial Planning and Budgeting monitoring report with 2016 Budget as Attachment*

- Budget includes 3-year plan for 2016-2018
  - 2016 budget
    - Adds 6.5 FTE positions
    - Increased IT costs for new server
  - 2017/18 budget
    - Projects return on investments in 2016 staff positions
    - Modest expense increases
  - Board thanks staff on preparing multi-year budget and for providing the board-requested additional breakdown of staff wages by different program and income stream. These are helpful and informative tools to help monitor financial goals and position. Special thanks and recognition to Renee because this was her first time leading budgeting process.

- Justin moves to approve EL 3 Financial Planning & Budgeting monitoring report, including 2016 budget as attachment. Ryan seconds. **Motion passes unanimously (6-0-0)**

## Executive Director Report

Staff newsletter provides updates on operations. Chris shared 3 recent highlights.

- Certification
  - Only 72 reviews left for 2015. OTCO is on track to complete all 2015 certifications by the end of the year. Certification team set this goal at the beginning of the year, and knew it was very ambitious. This is an unprecedented accomplishment, both for Oregon Tilth and for majority of organic certifiers. It reflects everyone's efforts to deliver quality, timely services.
  - Board congratulates Connie and the certification team for this achievement!
- Communications
  - Recently released first in new series called "Getting Tilth-y", a visual conversations that presents viewer with a high-quality photography slideshow accompanied by voiceovers sharing stories of experience and expertise. First in series features 2 celebrity chefs, Nora Pouillon (Washington DC) and Maria Hines (Seattle), talking about their vision, challenges and values related to owning and operating certified organic restaurants.
  - Recently wrapped production on "What is certified organic farming?" postcards that will be mailed to direct market farm clients in early 2016. The idea is to equip farmers with an easy-to-read handout for a farmers' market or CSA box to explain some of the major areas of why organic certification separates one farmer from another making unverified claims regarding sustainability.
- Education
  - Transition support services example. Working with Ardent Mills to help them organize grower trainings as part of their Organic Initiative. The initiative aims to help U.S. wheat growers double organic wheat production by 2019 by providing outreach, education and assistance on organic transition to growers in multiple states. OT Education staff will travel to North Dakota, Idaho and Colorado in new year to facilitate these trainings and help increase growers' understanding of the USDA National Organic Program regulations and the certification process.

## Membership Advisory Committee (MAC) Update

- Joel presents updates on MAC activity
  - Date of next MAC meeting just confirmed today. It will be Thursday January 14, 2016.
  - Working on recruitment of new members. Calls for MAC members in *In Good Tilth* and via email haven't yielded interest. Joel has focused on 4 prospects – 1 declined, 1 tentative and remaining 2 have been unable to reach due to travel. Goal to present board with candidates for MAC appointment in early 2016.
  - MAC members working on responding to list of questions from board regarding recommendation to consider certification program for cannabis.
  - Another topic MAC members are hearing about is growing concern of competition in marketplace and consumer confusion between organic and non-GMO labels.

## Committee Updates

### Governance Committee

- Draft of revised Bylaws and Articles of Incorporation discussion.
  - Latest Bylaws draft from attorney reflects one change discussed at November 19<sup>th</sup> board meeting. Articles draft is fairly concise and straightforward.
  - Excited to be at this point; it's been a long-time coming and is overdue.

- Susan moves to approve draft revised Bylaws. Emma seconds. **Motion passes unanimously. (6-0-0)**
- Susan moves to approve draft revised Articles of Incorporation. Emma seconds. **Motion passes unanimously. (6-0-0)**
- Timeline and process for final approval vote and adoption
  - Draft memo summarizing changes between current & revised versions that serves as a cover letter to the draft restated Bylaws and Articles of Incorporation.
    - Recommendation and request to have our attorney prepare memo.
  - Share drafts of revised documents accompanied by memo summarizing changes with MAC for review & input
  - Also share drafts of revised documents accompanied by memo summarizing changes with Lynn Coody and Harry MacCormack for review & input. Courtesy of sharing with them as founders with ongoing interest in organization.
  - Board considers any further revisions based on stakeholder feedback
  - Drafts finalized and ballots mailed to membership for approval
  - Goal to try to finalize process by the time of board in-person meeting in late February 2016. Key to reaching goal is setting clear deadline for feedback, but need to provide reasonable amount of time for review. Joel suggests 7 days is sufficient time for MAC to review and offer comments.
  - **Action Item:** Chris to request attorney to prepare memo summarizing changes.

#### *Board Enhancement and Recruitment Committee*

- Candidate discussion
  - Ann Forstoeffel's departure creates vacant board position in need of appointment to finish remainder of term. Goal to make an appointment prior to first in-person board meeting in February 2016. Great opportunity for new member to meet everyone at start of board service.
  - Committee has created a Board Candidate Tracking Sheet that is available on dropbox.
  - Committee has identified two prospective candidates - Kellee James of Mercaris and Nate Lewis of Organic Trade Association.
  - Board discussion of candidates' qualifications and experience.
  - **Action Item:** Justin to reach out to candidates for additional follow-up.
- Board training and orientation document
  - Working off example shared by Susan and used by Provender Alliance Board, Justin has created draft document for new board member training and orientation. Document covers organization overview, history, services & activities, financial overview, board structure, meetings, etc.
  - **Action item:** Justin will share draft.
  - **Action item:** Everyone please review and offer any suggested changes, additions, etc. Goal to have finalized version ready for new board appointment to fill Ann's vacant position.

#### **Schedule 2016 Board Meetings**

- Reviewed results of doodle polls for 1.5-day, in-person board meetings in May and September. Confirmed following dates as best for majority.
  - May 6<sup>th</sup> and 7<sup>th</sup>
  - September 16<sup>th</sup> and 17<sup>th</sup>
- Annual Membership Meeting 2016
  - Based on doodle poll result, confirmed date is Saturday, November 5<sup>th</sup>
  - Board members enjoyed alignment of annual staff retreat week and Annual Membership Meeting, which allowed more staff (especially remote) to attend meeting and meet board members.

- It was noted that deciding to hold the meeting on a Saturday, instead of a week night, will likely prevent alignment between Annual Membership Meeting and retreat week because staff typically are traveling to Oregon or already back home on weekend days.

#### **Executive Session – Executive Director performance evaluation**

**Adjourn**