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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, March 17, 2015

4:00-6:00 PM

Board Members Attending:

Lynn Youngbar
Steve Crider
Susan Schechter
Ryan Wist

Staff Attending:

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

Members/Public Attending:

Kathy Ging
Gay Timmons

Introductions and agenda review

Public comment

None.

Consent agenda

- **Minutes of 1/20/15 meeting**
- **M-4 Monitoring CEO performance**
- **G-6 Board Members Code of Conduct**
- **EI-4 Financial Conditions and Activities Q4 2014**

Steve moves to accept consent agenda. Susan Seconds. **All in favor. Motion passes (4-0-0)**

New Membership Advisory Committee (MAC) Member Appointment

Appointment of Allison Walent.

- Board and MAC have reviewed Allison's resume and application.
- Susan moves to appoint Allison to MAC. Steve seconds. Board opens floor to comment. MAC recommends Allison's appointment. **All in favor. Motion passes. (4-0-0)**
- **Action Item:** Lynn to notify Allison by email and highlight upcoming MAC mtg (Tues March 24).
- **Action Item:** Chris will ask IT staff to add Allison to MAC email list.
- **Action Item:** Gay call and fill in Allison on recent MAC meetings/topics.

Membership Advisory Committee (MAC) Report

- At last meeting, MAC expressed concern over proposal to change board meeting schedule.
 - MAC wants to ensure that communication between MAC and board is maintained and the board is available to address MAC concerns.
 - Question: how will MAC communicate with board and receive timely response to urgent / time-sensitive issues if board is meeting less frequently?
 - Board suggests that MAC submit questions, concerns, etc. in writing to board. There is also a designated board liaison to the MAC, who attends MAC meetings and can provide conduit to convey time-sensitive issues to full board.
 - MAC Charter does not require monthly meetings. Requires 4 meetings per year, and otherwise allows MAC to meet according to schedule they set for themselves. Charter also outlines timeliness involving sharing meeting minutes/notes between board and MAC and advance notice between board and MAC on topics for one another's meetings.
- MAC discussed board member recruitment and retention.
 - Discussed problem solving for finding and retaining new high quality board members.
 - MAC may be able to identify prospective candidates. Would be helpful to know time commitment. Board estimates avg of 10 hours / month for board service commitment.
 - Board believes fewer board meetings is linked to keeping time commitment manageable and might assist in new member recruitment. Board notes there's not really a lack of interest in board service, and it is taking time and effort to ensure recruitment and appointment of high-quality candidates.
- MAC discussed 4 areas of impact identified in the strategic planning report.
 - Expressed concern over consideration of processing clients as part of strategic planning process and wants to ensure future plans for service, support and outreach engage and respond to needs of this important audience.

ED Report

As follow-up from January board mtg. Chris, Ryan and Renee met in Corvallis. Good discussion and orientation for new Ryan as new Board Treasurer. They decided EL4 monitoring report (Financial Conditions & Activities) should continue to be provided to the board on a quarterly basis.

Organic Check-Off Education Materials –

- Held a listening session at Organicology conference.
- At a prior board meeting, decided that Oregon Tilth will remain neutral on this issues at this time and provide objective, education assistance to our stakeholders.
- Chris worked with communications staff to draft FAQ document. Staff then fact-checked document with individuals outside the organization, chosen for their expertise, different perspectives, insight and familiarity with check-off programs in general and this proposal in particular. Document is being finalized and will be shared with board, MAC and staff in advance of publishing and distribution to our clients and members.

OR 2015 Legislative Session

- Bills on GE update: Chris served on governor's task force in 2014. He was recently asked to provide input and engage with legislators to identify similarities between 3 bills currently being reviewed. The goal is to identify points that both sides can agree on, so a bill can be moved out of committee for consideration by full legislature.
- Recent resignation of Governor Kitzhaber and swearing in of Governor Brown does not seem to have an impact on governor's office position on this issue or governor's staff. Following transition, expectation is to let dust settle before making any significant changes.

Discussion of Education Content and Communications Team

- New website and “In the News” section to further Tilth’s education and outreach goals.
- Organicology was a huge success. Positive feedback from attendees about Tilth’s work & staff.
- **Action Item:** Chris to provide copy of his speech Friday night to board and MAC.

Agenda for In-Person Board Meeting, April 24-25

- Be sure to consider when/how MAC interacts.
- Significant portion of meeting will consist of Strategic Plan review and discussion of strategies designed to implement 4 impact areas. Presentations from staff, board comments.
- **Action item:** Chris to invite additional staff leads linked to communication, education & IT, in addition to Executive Mgmt Team.
- Also spend time on board committee development – composition, purpose, work plan. Also will need to update governing policies to reflect committee changes.
 - G-7 board committee principles
 - G-8 Board committee structure
- Discussion of emerging issues and trends – again be sure to engage MAC on addressing topics identified by board as well as ask MAC to identify issues / trends they consider significant.
Examples provided (not intended to be comprehensive list):
 - Organic Check-Off proposal
 - How to grow the organic sector amidst supply gaps
 - GE issues: ‘co-existence’; testing & tolerance levels; non-GMO labels / certifications in the marketplace
 - Food safety certification (increasing expectations from buyers) and pending regulations (Food Safety Modernization Act)

Executive Session – Discuss prospective candidates for appointment to vacant board positions.

Steve motions to appoint Emma Sirois to Oregon Tilth Board of Directors. Susan seconds. **All in favor. Motion passes. (4-0-0)**

Meeting adjourned.