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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, January 20th, 2015
5:00-7:00 PM

Board Members Attending:

Lynn Youngbar
Ryan Wist
Susan Schechter
Steve Crider

Staff Attending:

Connie Karr
Chris Schreiner
Mickenzie Chase
Kettie Adams (taking minutes)

Members/Public Attending:

Lynn Coody (Membership Advisory Committee)

Introductions and agenda review

Public comment

N/A

Consent agenda-

- M-4 Monitoring CEO Performance – *Removed from consent agenda*. Needs to be cleaned up. **Action Item:** Susan will finalize edits for review.
- G-6 Board Members Code of Conduct – *Removed from consent agenda*. Two different versions need to be reconciled. **Action Item:** Finalize single version for review.
- Minutes of 12-16-14 board meeting – Steve motions to approve. Ryan seconds. 3 in favor, 1 abstention (not at December meeting). **Motion passes (3-0-1)**

Membership Advisory Committee (MAC) update

- Board received letter of interest from one member interested in serving, associated with CROPP/Organic Valley. Lynn Y asked candidate to send resume too; will forward letter of interest / resume to MAC Chair. Excited to consider this candidate.
- MAC has not met since the last board meeting. MAC December meeting, scheduled just prior to holiday, was cancelled. They have a meeting next week (Tues. Jan. 27 at 5pm PST). Working on agenda.
- Lynn Youngbar will be traveling and unable to attend as board liaison. Chris also traveling and unable to attend. **Note:** Susan agrees to serve as board liaison for January MAC meeting.
- John Graham, MAC member associated with Del Cabo farm cooperative in Baja, Mexico, back online following significant storm damage to area. He plans to attend Organicology.
- Implementing opportunity for members to talk to MAC @ their meetings, organized by topic. Hoping to have more people coming to MAC to comment.

- Board encourages any MAC members attending Organicology to seek them out and connect in person.

ED Report

- New Finance Director begins next week.
- Update on Strategic Planning timeline – We are at third and final stage, which involves staff teams selecting primary strategies to achieve progress on 4 areas of intended impact, balancing between scale and innovation; identifying specific objectives, measures, benchmarks, and qualitative features. OTCO staff very busy with the start of the year with January 1st annual renewals coming in and finishing up last years reviews. Staff also very busy with lead up to Organicology conference in a few weeks. Chris proposes that staff begin Phase 3 work in earnest the week after Organicology Board concurs and requests that strategic planning be on agenda for Board in-person meeting in March.
- New website will be launched soon. Chris suggests Board look at current site one last time for comparison. Excited about look and feel of new site – complete redesign. Significant shift in how we present Oregon Tilth to the world; both visually and in language / messaging used – reflects communications design work Chris Roddy did in 2014. Murmur Creative out of Portland was IT firm we worked with to build new site. Exact launch date not set in stone, but expected prior to Organicology. Chris will let Board know when it goes live.
- OR legislative bills on Genetic Engineering (GE) in 2015 session – Gov. Kitzhaber’s Task Force on GE Agriculture submitted final report in early January; designed to frame key issues and diverse perspectives about GE for legislators and policy makers. Expect to see a variety of bills introduced in 2015 OR Legislative session. Pre-session bills have already been released, including one from Governor’s office and two from Rep. Buckley. More discussion on topic at Organicology during Friday workshop that Chris organized and will be facilitating. Going forward, Chris interested in following:
 - What kind of detail does Board need to develop process for possible bill endorsements? Get details on bills via email?
 - How does Oregon Tilth position itself around this polarized issue? On one hand, many stakeholders calling for leadership on establishing policies that provide protection against GE contamination and lost sales / market access. On other hand, Oregon Tilth focusing on outreach to non-organic farmers to encourage transition to organic and doesn’t want to alienate this target audience. Walking a delicate balance.
 - **Action Item:** Chris re-send email with Task Force Final Report and Oregon Tilth talking points / messages for Board review. Initiate some online conversation.
 - Oregon Tilth considering option of sending a letter to Oregon stakeholders, summarizing work of GE Task Force and alerting them of potential advocacy opportunities in 2015 legislative session (i.e. committee hearing testimony, letters in support / opposition to different bills, calls to their local representatives).
- Lynn Y seeking clarification from Connie on different terminology used to describe different stages in certification process linked to program statistics. Will follow-up offline. Also, asked how 2014 progress at this time compares to prior years; is it typical to have prior year’s (2014) certification work unfinished at beginning of new year (2015)? Connie indicates this is common and progress on 2014 is further along than last year at this time – for 2013. Also noted that delays in Processing Program are linked to vacant Certification Officer position (recently filled).

Board Logistics

- Each Board member has reviewed board logistics memo prepared by Lynn Y.
- 2015 meeting schedule – plan to have at least 3 in-person meetings for 2015. Goal of quarterly in-person meetings in 2016. Focus on building committee work between board meetings and having conference calls as needed.

- Rebuild / combine existing finance committees (Audit and Financial Investment); Ryan has agreed to take mantle, following David Granatstein who previously led these committees. Also want to establish an executive committee (usually comprised of board officers).
- Susan motions to elect Ryan Wist as Board Treasurer. Steve seconds. All in favor. **Motion passes (4-0-0).**
- Board work plan for 2015 includes review and update of bylaws. Susan and Ryan agreed to work on this.
- As board moves towards fewer conference call meetings and more in-person meetings, need to consider how best to engage MAC for updates and reports to Board.
- Set next meeting date. Decision not to have board meeting in February. **Action item:** Chris to send doodle poll for in-person meeting on weekends (Friday evening / all-day Saturday) in March.
- Discussion to reconsider board conference call meeting timeframe. Some board members would prefer earlier calls (3-5pm). Need to consider board members who have regular work hours. Perhaps 4-6pm?
- Will discuss recruitment of new board members during executive session because at this stage, we have no formal candidates to consider. Board members are in initial / exploratory discussions with prospects. It would be premature to discuss specific individuals in open session at this time.

EL 4 Financial Conditions and Activities monitoring report

- This is one of the Executive Limitations (EL) policy monitoring reports submitted to the board. It is the only policy which is reported on more than once / year. It has been provided on quarterly basis.
- As part of fiduciary oversight, the Board also receives monthly financial statements from staff. This includes a Year-to-Date (YTD) Balance Sheet and YTD Profit & Loss Statement that provides figures for actuals, budget and prior year for comparison.
- Given variety of financial reporting, what sort of reporting does the Board really need to fulfill its oversight role? **Action Item:** Request for Ryan, Chris, and new Finance Director to review reports, discuss options / frequency and come to Board with recommendation.

Elect Board Officers

- Lynn Coody notes that according to bylaws, each year at the first Board meeting, the Board shall elect Directors to serve as President, Vice-President, Secretary and Treasurer to serve as Officers of the Corporation. While the Board elected Ryan as Treasurer earlier in meeting, there wasn't agenda item for electing other Board Officers.
- Lynn Y thanks Lynn C for pointing out this procedural oversight. Board proceeds with electing Officers for 2015.
- Steve moves to elect Lynn Youngbar as Board President. Ryan seconds. All in favor. **Motion passes (4-0-0).**
- Lynn Y moves to elect Steve Crider as Board Vice-President. Susan seconds. All in favor. **Motion passes (4-0-0).**
- Steve moves to elect Susan Schechter as Board Secretary. Lynn Y seconds. All in favor. **Motion passes (4-0-0).**

Executive Director annual performance evaluation

- The Board calls Executive Session to discuss Executive Director annual performance evaluation.
- All non-Board members excused from meeting.

Adjourn meeting