

**MANNA FoodBank
Board of Directors Meeting**

Date: November 19, 2014	Begin Time: 5:05 p.m.	End Time: 6:35 p.m.	Total Time: 1:30 hr.
<p>Members Present: Jim Peterson, Jim Mathews, Philip Hardin, Teresa Roach, Janie Wilson, Joyce Miles, Carla Sutherland, Mary Ritter, A. L. Dyson, Terry Latanich, Elaine Robinson, Scott McLean, Carol Pennell, Allen King, Tom Ruff, Melody Dunlop By phone: Jo Blalock</p> <p>Members Absent: Cindi Brooks, Beth Palien, Ross Sloan, Kip Marshall,</p>			
Guests Present: n/a			
Staff Present: Cindy Threlkeld, ED; Nancy Flippin, CFO			
Report/Member/ Handouts	Discussion/Recommendations/Conclusions	Action/Follow Up	
Call to Order	Jim Peterson called the meeting to order and presided. He called on Melody Dunlop to state the mission and vision of MANNA FoodBank.		
Introduction of new CFO	JP introduced the new CFO, Nancy Flippin, to the Board.		
Consent Calendar	A motion was presented to approve the September minutes. The motion was seconded and carried unanimously.		
Audit Presentation	<p>Teresa Roach presented information regarding the most recent audit. She reported that for the third year in a row, MANNA had received a clean audit. MANNA is now considered to be a “low risk” auditee, with the auditors stressing how well MANNA does on each year’s audit. They notified the Audit Committee that future audits would be less comprehensive, due to the nature and clean reports of previous audits.</p> <p>JM moved that the Board accept the Audit for 2013/14. The motion was seconded and carried unanimously.</p>	<p>Motion: That the Board of MANNA FoodBank accept the audit for 2103/14. The motion was seconded and carried unanimously.</p>	
Dashboard Review Handout #1—MANNA FoodBank Food Receipts and Distribution	JP noted a report from Jen Waite regarding food receipts and distribution. There was a 30% increase in distribution, and 25% increase in food procured. JP has asked the staff for additional information on why the TEFAP variance was so large.		
Finance Committee Handout #2—MANNA FoodBank Income Analysis FY15 through 9/20/14 Handout #3—MANNA FoodBank Income & Expense Report Handout #4—MANNA FoodBank Combined Balance Sheet	<p>JM presented an income analysis for FY 15. He is expecting a 17% increase over FY 2014. Individual contributions, as well as business contributions are above budget. He reported that income from grants and foundations was somewhat behind, but that was mainly seen as a timing issue. Currently, we are below budget on expenses, approximately \$230,000 and expect expenses to balance out in the second quarter.</p> <p>He spoke about the year-end cash income statement, with \$367,000 in bequests, which will go into the Operating Reserve Fund. He then noted the recommendation by the Finance Committee and the Executive Committee to add funds to the Truck Reserve, Roof Reserve and the 401k Employee Fund. He noted that \$120,000 will be needed to fund these three items. He suggested moving \$50,000 from the Unrestricted Reserve Fund to make up the shortfall. It was the recommendation of the FC and the EC to award an end-of-the-year bonus of \$750 to each employee and a contribution equal to 1 ½% of salary to each employee. A. L. Dyson moved to accept this recommendation, it was seconded and passed unanimously.</p>	<p>Motion: That the Board of MANNA Food Bank allocate \$50,000 from the Unrestricted Reserve Fund to be used to finance a one-time cash bonus of \$750 to each MANNA employee. The motion was seconded and carried unanimously.</p>	

<p>Membership and Governance Handout #5—MANNA Nominations for 2015 Board</p>	<p>JW thanked the retiring Board members and presented a slate of officers for the coming year. She also noted the nomination of four new Board members. She asked that the Board review the information on the nominations, and that a vote would be taken at the December meeting.</p>	
<p>Capital Campaign Update Handout #6—STEHL Campaign Summary Handout #7—Capital Campaign Summary-YTD 9/30/14</p>	<p>CS reported on the STEHL campaign and noted that approximately \$350,000 was needed to bring the totals to 60% of the needed amount. Grants from the Weinberg and Canon Foundation require this amount be achieved before they will consider any grant requests. MANNA has received \$577,000 in unrestricted funds from a private donor and she suggested that it would be beneficial to allocate the needed amount and move it over to the Capital Campaign Fund. Teresa Roach moved to accept that proposal. The motion was seconded and carried unanimously.</p>	<p>Motion: That the Board of MANNA FoodBank allocate \$350,000 from the private donation of unrestricted funds, totaling \$577,000 and move said funds to the Capital Campaign. The motion was seconded and carried unanimously.</p>
<p>President's Report Handout #8—Goals for the 2014 MANNA Board</p>	<p>JP discussed the Strategic Planning Retreat from November 8, 2014. He thought that some progress had been made in formulating a strategic plan but that some fine-tuning needed to be done to complete the process. He noted that a committee consisting of senior management and several board members would meet with Ed Manning to finalize the plan.</p> <p>He noted the ongoing ED evaluation, and reported that 19 board members had responded to the Survey Monkey. CT has been given the self-evaluation questionnaire and will complete that. The EC will meet in December with a representative from ADP to help facilitate the complete evaluation.</p> <p>Jill Hansen had given the EC a report on staffing needs at their November 13, 2014 meeting. She noted the double digit increase in distribution and stated the need for an additional hire to help in that area. The cost of the new hire will be offset by a reduction in overtime and temp labor. The ED approved the hire.</p> <p>JP then went over his board goals, proposed in January 2014. He felt that overall the board had done an excellent job of meeting those goals, in particular the 100% participation in giving to the Capital Campaign and the Annual Fund. The weak points centered on Public Policy and Advocacy issues, stating that perhaps more information needed to be forthcoming for board members to better understand the issues.</p>	
<p>Executive Director's Report</p>	<p>CT complimented JP on his excellent leadership as Board President. She reminded the board of the December 17, 2014 meeting, at which time new board members will be elected. A short business meeting will be followed by a holiday party. She noted the movement of Donna Ensley to the new position of Planned Giving Officer and announced the search for a new Director of Development. She said that the Certificate of Occupancy had been given for both of the buildings, and the exterior CO was due in the next day or two.</p>	
<p>Next Board Meeting</p>	<p>December 17, 2014</p>	
<p>Handouts</p>	<ol style="list-style-type: none"> 1. MANNA FoodBank Food Receipts and Distribution 2. Income Analysis FY 15 through 9/30/14 3. Income and Expense Report 4. Combined Balance Sheet 5. Nominations for 2015 Board 6. STEHL Campaign Summary 7. Capital Campaign Summary 8. Goals for the 2014 MANNA Board 	

Joyce Miles, Secretary
November 19, 2014