

**MANNA FoodBank  
Board of Directors Meeting**

<b>Date:</b> September 16, 2015	<b>Begin Time:</b> 5:00 p.m.	<b>End Time:</b> 6:45 p.m.	<b>Total Time:</b> 1:45 hour
<p><b>Members Present:</b> Janie Wilson, Theresa Roach, Jim Mathews, Louise O'Connor, Allen King, Sage Turner, Scott McLean, Kip Marshall, , Allen King, Beth Palien, Ross Sloan, Phil Hardin</p> <p><b>By phone:</b> Terry Latanich, Jo Blaylock</p> <p><b>Members Absent:</b> Melody Dunlop, Jeff Grindstaff, Jim Peterson, Joyce Miles, Mary Ritter, Elaine Robinson</p>			
<b>Guests Present:</b> Doug Ferguson, Taylor ????			
<b>Staff Present:</b> Cindy Threlkeld, ED; Nancy Flippin, CFO; Mary Nesbitt, CDO, Janet Owens, HR Director			
<b>Report/Member/ Handouts</b>	<b>Discussion/Recommendations/Conclusions</b>	<b>Action/Follow Up</b>	
<b>Call to Order</b>	JM called the meeting to order and asked Allen King to read the mission and vision statement of MANNA FoodBank.		
<b>Consent Calendar</b>	JM asked for approval of the August minutes. A motion was made and seconded and was passed unanimously.		
<b>Space to Erase Hunger Campaign – Phase II Building Plans</b>	<p>Cindy Threlkeld introduced Doug Ferguson and Taylor Pursor from Design Logic, an architectural design firm that has donated its services to MANNA for Phase II of the STEH construction project. Mr. Ferguson presented floor plans and other design features of the project, which comprises primarily the administrative offices, distribution area and the new produce room in the 627 building, as well as completion of the new freezer and cooler space in the 623 building. Board members asked numerous questions to which Mr. Ferguson responded.</p> <p>JM reported that the total cost of the project is estimated to be approximately \$300 – 400k above the original amount upon which the capital campaign target of \$3 million was established. With \$2.6 million raised thus far, he stated that the objective in this meeting was for the board to decide whether to approve the Phase II project as presented. Such approval would need to recognize that the funding gap between capital campaign dollars raised and the ultimate cost of the project will need to be closed through bank financing, additional fundraising, or use of existing MANNA cash reserves. Considerable discussion ensued, including further questions to Mr. Ferguson regarding both costs and features of the project. He noted that most of the cost overrun is largely attributable to an expanded produce room and 1,300 square feet of additional administrative space added for future expansion rather than being the result of enhanced features that have been built into the design. Mr. Ferguson reported that, despite multiple functional improvements, the cost per square foot is virtually unchanged from original estimates.</p> <p>The Design Logic team then departed the meeting, after which additional discussion among board members took place to consider the funding implications. A motion was then made by Mr. Sloan and seconded by Ms. Wilson to approve moving forward with Phase II of the Space to Erase Hunger construction project. The motion carried unanimously, with the understanding that the</p>	<p><b>Motion:</b> That the Board of MANNA approve Phase II of the Space to Erase Hunger construction project, as presented.</p> <p><b>Additional Action:</b> The Board of MANNA agreed to review alternatives for funding the gap between amounts raised in the STEH capital campaign and Phase II project costs at a future meeting and to decide accordingly on the most appropriate action.</p>	

	Finance Committee would work with management to compare various alternatives to funding the ultimate gap between donations raised and the cost of the project. Ms. Turner and Mr. Marshall both requested that these alternatives include “worst case” scenarios to assist the board in its decisions.	
<b>Public Policy (out of agenda order due to expectation that Terry Latanich would need to leave early)</b>	Terry Latanich reported that the NC state budget appears settled and will likely include the same DHH funding next year, resulting in no change to MANNA’s \$500k allocation. In addition, at this time there remains \$50k in the Agriculture budget to the NC Food Banks State Association’s produce initiative.  TL further stated that the Child Nutrition Reauthorization bill at the Federal level remains under discussion. A markup of the bill is expected in approximately two weeks. He remains in touch with both NC senators, who he believes are both generally supportive of our position, including provisions related to the Hunger free Summer for Kids Act.	
<b>Transition Committee</b>	Janie Wilson reported that the work of the ED Transition Committee is well under way. She encouraged all board members to attend the board/staff retreat on October 21 from 4-8 p.m. as this will be a very important opportunity to provide input to the process of selecting a new Executive Director.	
<b>Membership &amp; Governance Committee</b>	JM reported on behalf of Scott McClean, who had to leave the meeting early due to other commitments. JM noted that the M&G committee had decided to approach 8 individuals regarding membership on the MANNA board. Discussions with each of these individuals are ongoing.	
<b>President’s Report</b>	JM indicated his intention to report on progress-to-date on the board’s written goals for calendar 2015. In view of the late hour, however, he stated only that progress has been generally good and that a more detailed report will follow. JM did encourage board members to continue assisting, in any way possible, ongoing solicitations for capital campaign donations.	
<b>Executive Director’s Report</b>	CT called on Mary Nesbitt to provide results of the Empty Bowls luncheon and dinner, which were held on Monday, September 14. Mary reported that the events were highly successful, raising in excess of \$65,000. The board congratulated Mary and the management team on these very favorable results.	
<b>Next Board Meeting</b>	November 18, 2015	

Jim Mathews, reporting for Joyce Miles, Secretary  
September 16, 2015