

Harry Chapin Food Bank of Southwest Florida, Inc. | Board of Directors Meeting Minutes
Tuesday, August 25, 2015 | Social: 8:00 AM, optional Meeting: 8:30 AM – 10:00 AM
Meeting Site: 3760 Fowler Street, Fort Myers Conference Room or by conference call: 1.888.888.236.8522;
Guest ID: 352316#

Present: *Board members* Keith Scoggins, Maura Matzko, Anne Rose, Bill Dillon, Craig Folk, David Fry, Jan-Erik Hustrulid, Dr. Brian Schwartz, Noelle Melanson *via conference call* Bianca Ross, Bob Leadbetter
Staff Al Brislain, Kelli King, Miriam Pereira, Dave Najar, Beatrice B. Pizarro

1. Keith Scoggins called the meeting to order.

MOTION: Upon motion duly made, seconded, and adopted the Board approved the consent agenda and the June 23, 2015 board meeting minutes.

2. Executive session with board of directors and president and CEO. Staff was recused.

3. **Discussion/Action Items**

- a. Anne Rose discussed the financial reports ending July 2015.

MOTION: Upon motion duly made, seconded, and adopted the board approved the July 2015 financials.

- b. Al Brislain shared a status update on the Ortiz property. Numerous offers have been received with very little money down.

- c. Our banks have requested a board resolution which reiterates signatory authorities in our bylaws.

MOTION: Upon motion duly made, seconded, and adopted the board approved the bank signature cards resolution.

- d. Changes made to the bylaws: Article III, Section 1; Article IV, Section 9; and Article V, Section 7. (Removed language referencing employment contract for president and CEO to say that the board establishes the president and CEO's salary and bonus. Added language extending departing officers signatory authority for a period of sixty days after his or her term of office expires provided he or she continue to serve on the board. Also, increased the limit to \$5,000 for second signature requirement, and increased the limit not to exceed \$7,500 for one signature requirement for fuel and utilities check provided we obtain an endorsement for our D&O insurance for the increased amount of \$7,500.)

MOTION: Upon motion duly made, seconded, and adopted the board unanimously approved the three recommended bylaws changes.

4. **Unfinished/New Business/Announcements**

- a. Kelli King reported on the progress of the capital campaign.

- i. Miriam Pereira presented an overview of the recognition program.

- ii. Dave discussed prepayment penalty would be \$1,700 based on \$100,000 holds until January 2016.

- b. Al Brislain reported on staff changes, status report of new programs, and matters related to the Naples warehouse.

5. Adjourned at 9:56 AM.