

Harry Chapin Food Bank of Southwest Florida, Inc. | Board of Directors Meeting Minutes
Tuesday, December 1, 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:
1.888.236.8522; Guest ID: 352316#

Present: *Board members:* Anne Rose, Bob Leadbetter, Craig Folk, Curt Hollaway, David Fry, Jan-Erik Hustrulid, Keith Scoggins, Maura Matzko, Noelle Melanson. *Via conference call* Bill Dillon. *Staff Members* Toby Ives, Miriam Pereira, Kelli King, Pat Nevins, Dave Najar, Beatrice B. Pizarro.

1. Keith Scoggins called the meeting to order at 8:29 AM. Introduced Pat Nevins who will be presenting the president and CEO compensation evaluation.
2. Board acknowledged receipt of the board packet prior to the meeting and the consent agenda will be approved at the next board meeting
MOTION: Upon motion duly made, seconded, and adopted the Board approved to approve the consent agenda at the next board meeting.
3. **Hunger Walk Update** – Anne Rose announced US Sugar donated \$10K which \$5K towards the Hunger Walk, and encouraged all board members to form a team.
4. **Discussion/Action Items** –
 - a. Since Ray Pavelka’s resignation the board approved to appoint Craig Folk to the Executive Committee as an at-large member.
MOTION – Upon motion duly made, seconded, and adopted the Board approved to appoint Craig Folk to the Executive Committee as an at-large member.
 - b. Check Signing Resolution – Keith Scoggins
MOTION – Upon motion duly made, seconded, and adopted the Board approved the resolution as before just made changes authorizing Toby Ives and Executive Board members check signing authority.
 - c. **Executive Report – Toby Ives**
 - i. Toby Ives reports that HCFB has no overarching issues and has a great staff. The Naples Warehouse Status and AIB training inspection results are good, other than two minor issues. Need to establish product traceability and recall process and paperwork. Feeding America audit has been postponed until we hire a new CEO. Toby suggests that the Naples Warehouse lease should not be renewed. Eric Hitzeman suggests analyzing capabilities of Collier agencies.
 - d. **Treasurers Report – Anne Rose**
 - i. Anne Rose presented the treasurer’s report. Revenues down 20% due to non-recurring grants being budgeted. Finance committee discussed paying down mortgage; apply \$500K of capital funds to apply to our mortgage. We are within the established cash reserves of 3-6 months as approved by the Board and as required by our bank covenant. Tuscan Investment policy for cash on hand, account
MOTION: Upon motion duly made, seconded, and adopted the Board approved the September and October financial reports.

MOTION: Upon motion duly made, seconded, and adopted the Board approved to prepay the mortgage in the month of January in the amount of \$500K.

5. Unfinished/New Business/Announcements

a. President and CEO Compensation Evaluation Presentation – Pat Nevins

MOTION: Upon motion duly made, seconded, and adopted the Board approved the suggested salary range for the president and CEO position.

b. Transition Search Update – Keith Scoggins

Keith shared the CEO search process timeline and reported that the committee is on target. The Search Committee developed a CEO profile and updated the CEO job description. The job announcement has been posted on several job boards specific for CEO and nonprofits. Also, the committee finalized the interview questions.

c. Ortiz Sale Update – Dave Najar

Dave apprised the Board of the buyer's request to extend the Due Diligence Period for an additional 90 days. The Executive Committee is agreeable to doing a 90 day extension of the Due Diligence Period under the following condition:

The Buyer pays a \$25,000 non-refundable extension fee to be paid at the time the Extension Agreement is executed. If the buyer closes on time, the buyer would be credited the \$25,000. The bottom line, at least we would at least request a \$10,000 non-refundable extension fee.

d. Capital Campaign Update – Kelli King

Kelli reported that the half-way goal has been reached, and that additional funding has been received. Walmart is supportive of the food bank and has contributed shelving for the shopping area and are eager to donate additional equipment that we could use. Broadway Palm event was well attended.

e. Capital Expenditure Status – Dave Najar

Funding is available for the building expansion, but the management team still must determine about the building layout for additional space in the main facility.

6. Adjourned 10:01 AM

Next board meeting:

Tuesday, April 26, 2016

Social: 8:00 AM – 8:30 AM

Meeting: 8:30 AM – 10:00 AM