

Exhibit 1
America's Second Harvest of the Big Bend
Board Meeting Minutes

Date: March 28, 2019

The meeting was held on Thursday, March 28, 2019, at St. John's Episcopal Church, 211 North Monroe Street, Tallahassee, Florida.

Welcome/Call to Order (Ramsay Sims)	The meeting was called to order at 8:08 a.m. by Ramsay Sims (Board President).
Consent Agenda (Ramsay Sims)	Jayne Agee moved for approval of the consent agenda consisting of the January 24, 2019, Board Minutes; Executive Committee Report; Finance Committee Report; Governance Committee Report; and Development Committee Report. The motion was seconded by Leigh Jenkins and approved by the Board.
Action Agenda	<p>A. <u>Executive Committee</u> – (Ramsay Sims, Executive Chair/Board President)</p> <ol style="list-style-type: none"> 1. ASHBB is scheduled to close on the Four Points facility on April 18, 2019. The Walmart lease ends on April 17, 2019. 2. The Board was asked to vote to allow Ramsay Sims to execute closing documents. Leigh Jenkins moved that the Board permit Ramsay Sims to execute the closing documents; Jowanna Oates seconded; and the motion was approved. <p>B. <u>Finance Committee</u> (Leigh Jenkins, Finance Chair/Treasurer)</p> <ol style="list-style-type: none"> 1. The Finance Committee approved the purchase of four electric pallet jacks. The purchase will be made from Disaster Grant funds received from Feeding America. During disasters, ASHBB moves large quantities of water and the jacks will assist in completing this task. Wayne McDaniel recommended that ASHBB consider inventorying and developing an equipment replacement schedule. Ramsay indicated that after the sale of the warehouse is complete ASHBB will begin developing a useful life chart and create an equipment replacement fund. Jayme Agee moved to ratify the purchase of the electric pallet jacks; Velva Knapp seconded; and the motion was approved. 2. Feeding Florida has proposed that ASHBB permit it to wrap our 53' trailer with the Feeding America logo and use / display it at promotional sites and events and in exchange it will pay for ASHBB to rent a tractor on an as needed basis which we anticipate to be 6 days per month. The wrapped truck will be provided as needed for Feeding Florida events (approximately four to five times annually). Wayne observed that the wrapped truck would help increase Feeding Florida's visibility during the legislative session. Jowanna Oates moved for ratification of the Feeding Florida agreement; Wayne McDaniel seconded; and the motion was approved. 3. Suzanne Litherland from IMS reviewed the ASHBB interim financial statements. A balance sheet was provided to the Board. Suzanne reviewed the Finance Committee's questions concerning the financial statement provided at its committee meeting. A written narrative response to those questions was provided to the Board. <p>The Board expressed concern about the amount billed for audit services; the total billed to date is \$31,225.00; the amount budgeted was \$21,800.00. It is anticipated</p>

that the auditors will bill an additional \$5,000-\$10,000. Ramsay, Leigh, and Rick Minor will meet to discuss the billing and will communicate with the auditor accordingly.

Wayne McDaniel moved for the acknowledgement of the interim financial statements; Jaymee Agee seconded; and the motion was approved.

C. Governance Committee (Kristin Harrison, Governance Chair) – Exhibit 4

1. Justine Hicks provided the report. She noted that [REDACTED] is unable to serve as a Board member at this time.
2. The applications of two new potential Board members, Samantha Boge and Daniel Petronio were reviewed. Jowanna Oates moved to approve Samantha Boge and Daniel Petronio as new Board members; Pam Ridley seconded; and the motion was approved.

D. Development Committee (Gigi Rollini, Governance Chair) - Exhibit 5

1. No action items

**Reporting
Agenda**

A. Finance Committee – Exhibit 3 (Leigh Jenkins)

1. Feeding Florida monies that would normally be used for produce will be used for the first year of a truck lease (\$25,000.00). Currently, we have an abundance of produce so the reallocation will have no impact. However, if Feeding Florida does not have the funds next year then ASHBB will have to pay for the lease.

B. Governance Committee – Exhibit 4 (Justine Hicks)

1. The Board retreat will be held on April 5, 2019, from 12:00 p.m. to 5:00 p.m. at the warehouse. The new Board members, Samantha and Daniel will be invited; Jowanna will not be in attendance to due to a previously scheduled Florida Bar event.

C. Development Committee – Exhibit 5 (Velva Knapp)

1. Blue Jeans and Blazers raised approximately \$57,000.00 and had less than \$4,300.00 in expenses.
2. Denisha Sword and Justine Hicks are chairing the Virginia Glass Luncheon which will be held on April 18, 2019, from 11:45 a.m. – 1:00 p.m. Board members are asked to provide homemade desserts and to fill tables.
3. ASHBB has received a check from Bank of America in the amount of \$89,583.00.
4. Velva reviewed a snapshot of first time ASHBB donors in 2018. The total amount of first-time donors exceeded \$300,000.00 and most donors contribute \$100.00 or less. First-time donors represent an opportunity for ASHBB to build new relationships which will lead to continued donations.
5. Gigi Rollini announced that ASHBB has exceeded \$1 million dollars in personal and corporate donations.

	<p>D. <u>Executive Committee</u> – Exhibit 2 (Ramsay Sims)</p> <ol style="list-style-type: none"> 1. All contingencies have been cleared and closing for the 4 Points Way warehouse is scheduled for April 18, 2019. 2. For the USDA loan, we are waiting for the completion of architectural plans that satisfy the USDA requirements for ADA compliance (bathrooms, doorways and ramps). 3. Mary Dekle and Dave Cox are upcoming retirements; the goal is to have Mary’s replacement hired before the end of the year for training. Mary has agreed to work part-time for a period of time. <p>E. <u>CEO Report</u> – Exhibit 6 (Rick Minor)</p> <ol style="list-style-type: none"> 1. Rick has met with Senator Montford regarding the mobile rural feeding initiative; it does not appear that the initiative will be approved during this legislative session. 2. Legacy Toyota and Hyundai are interested in entering an agreement for the purchase of company vehicles. Gigi Rollini moved that ASHBB use \$15,000.00 to acquire two vehicles; Velva Knapp seconded; and the motion was approved. 3. The proposed reallocation of certain grant award expenditures was reviewed. Rick requested approval from the Board for the following reallocations: 1.) CHSP Promise Zone (move \$24,000 from the Backpack, Senior Grocery Programs to cover a portion of employee compensation, audit fees, equipment costs, transportation fees, bonding/Board of Directors liability insurance; 2.) CHSP Food Bank Operations (move \$23,500 from the Backpack and Senior Grocery Programs to cover a portion of employee compensation, equipment costs, Primarius software, iPad, and transportation costs; 3.) Publix (move \$18,000 from general food purchases to cover a portion of employee compensation, bar code scanners, printers, and computers: and 4.) Walmart Bridge Grant (move \$10,000 from the Senior Grocery Programs to cover a portion of employee compensation, audit fees, utilities, bar code scanners, printers, and Primarius software. Each of the grantors have given permission for the monies to be reallocated. Wayne McDaniel moved to approve the reallocation of the grant awards; Velva Knapp seconded; and the motion was approved. 4. The Tableau Comparison Report was reviewed. Rick will provide additional information regarding fundraising growth and employee engagement at the next meeting. 5. To increase distribution capacity, Rick requested that three additional staff positions be approved by the Board. Since the positions were not vetted properly through committee and forwarded to the Board, the Board was unable to entertain a motion on the new positions. Gigi Rollini moved that the Executive Committee and Finance Committee be given authorization to review the financials and approve three new positions if it fits the budget and their decision will be ratified by the Board; Velva Knapp seconded; and the motion was approved. (Vote: 1 opposed and 8 in favor).
<p>Closing Agenda</p>	<p>Old Business – None</p> <p>New Business – None</p>

Time and Place of Next Meeting	May 23, 2019; 8:00 a.m. – 10:00 a.m. St. John's Episcopal Church – Adult Classroom 211 North Monroe Street Tallahassee, FL 32301 <u>Upcoming meetings:</u> July 25, 2019 September 26, 2019 November 28, 2019
Adjournment	At 10:30 a.m. Gigi Rollini moved for adjournment of the meeting;
Attendance	Ramsay Sims, Jowanna Oates, Leigh Jenkins, Gigi Rollini, Jayme Agee, Wayne McDaniel, Pam Ridley, Cat Keen, Velva Knapp, Justine Hicks, Denisha Sword, Rick Minor, Mary Dekle, Rob Thaler.

Exhibit 1
America's Second Harvest of the Big Bend
Board Meeting Minutes
Thursday, January 24, 2019, 8:15 am – 10:00 am
St. John's Episcopal Church – Adult Classroom
211 North Monroe Street, Tallahassee, FL 32301

Attendees: Ramsay Sims, Jowanna Oates, Leigh Jenkins, Jeff Ewaldt, Kristin Harrison, Gigi Rollini, Jayme Agee, Wayne McDaniel, Pam Ridley, Velva Knapp, Justine Hicks, Denisha Sword, Rick Minor, Mary Dekle, Dave Cox.

I. Welcome/Call to Order (Ramsay Sims, President)

Ramsay Sims called the meeting to order.

II. Consent Agenda (Ramsay Sims) – Action Item to Move/Approve Consent Agenda

Ramsay: Will Merrick recognition has been moved to March 2019 board meeting.

- A. Approval of Board Minutes: November 29, 2018 (Jeff Ewaldt, Secretary) – Exhibit 1
- B. Executive Committee Written Report (Jeff Ewaldt, Secretary) – Exhibit 2
- C. Finance Committee Written Report (Leigh Jenkins, Finance Chair/Treasurer) – Exhibit 3
- D. Governance Committee Written Report (Kristin Harrison, Governance Co-Chair) – Exhibit 4
- E. Development Committee Written Report (Gigi Rollini, Development Chair) – Exhibit 5

Ramsay requested a motion to approve consent agenda items A-E. Jayme motioned to approve and Pam seconded approval of the consent agenda. Board approved unanimously.

III. Action Agenda

A. Executive Committee

1. Four Points Way Property. A sale contract has been received and we have come to an agreement to sell the Four Points Way property to a local company, Divvy Up that is a sock company for \$1.2 million. For every pair they sell, they give away a pair. They realize that they will need to upgrade the facility. 

Walmart, the current tenant, will likely be required to vacate at the end of their lease. It should close by April 2019.

Kristin motioned that the sale contract be approved, Jayme seconded. Board approved unanimously.

2. IMS Business Services. Introduction of the staff of IMS Business Services Gregg Patterson and Suzanne Litherland. They will be looking at processes, internal controls and functional documentation. They will be providing interim financial director/CFO services to allow us to catch our breath. Considerations may include a part-time position and a full-time bookkeeper or a contract position. Second Harvest may simply need a director of finance who is not a CPA and more of a bookkeeping position. The contract with IMS was discussed and board approval sought.

Wayne motioned that the contract be approved. Kristin seconded. Board approved unanimously.

3. Government shutdown and overall effect. Tilco agreed to an extension on closing due to the government shutdown from February 4th to March 4th. If additional time is required, they are amenable.

B. Finance Committee Written Report (Leigh Jenkins, Finance Chair/Treasurer) – Exhibit 3
Due to the timing of our finance department turnover and onboarding of our outside financial consultant (IMS Business Services), financial statements are unavailable at this time.

C. Governance Committee Written Report (Kristin Harrison, Governance Chair) – Exhibit 4

Kristin presented the Governance Committee report.

1. Membership. New members will be approved at the May board meeting, training for new members in June at the warehouse and the new members first meeting will be the July meeting. There are potentially 4 (Ramsay, Wayne, Gigi, Cat) board members rolling off. Ramsay has agreed to stay-on through until the end of 2019 to wrap up ongoing projects.

2. Board Retreat. Originally proposed for February or March to support budgetary preparations. Will run a poll to determine a new date in April.

3. Saturday Board Warehouse Volunteering. Will run a poll to determine the best Saturday to hold a Board Volunteering Day at the warehouse. Please consider April 20th or May 18th.

4. Annual Report. Explore costs of producing an annual report to meet Feeding America contract, other supporting requirements and public needs. This will be posted to the website with limited hard copies produced.

D. Development Committee Written Report (Velva Knapp for Development Chair) – Exhibit 5

Velva presented the Development Committee report.

1. \$287,312 ahead of monthly Development goals for 2018-19.

2. Blue Jeans & Blazers. \$23,750 raised as of January 24th, goal is \$30,000. 5 chefs have committed for the chef competition. Trip provider has been changed.

3. Feeding Hope Society / Warehouse Rededication. Gigi has volunteered to chair the committee and Kat will co-chair. The event is scheduled for Thursday, October 17th. 4 sub-committees have been identified for the event and assistance will be needed for this donor recognition event. This is not a fundraising event.

4. Event Sign-up Sheet Coordinator. Seeking a board member to assume the responsibility of the Event Sign-up Sheet Coordinator to promote and coordinate board member attendance for various events.

5. Virginia Glass Luncheon. April 18th. Determine your homemade treat to bring. Will be assigning 20 table captains whom will be responsible for raising \$1,000 per table and ensuring their invitees attendance.

6. Feeding Hope Dinners. Kevin is the event coordinator, so reach out to him for additional information and / or signing up to attend.

IV. Reporting Agenda

A. Executive Committee (Ramsay Sims, President) – Exhibit 2

1. Turn-key generator project
2. Noticing of the January board meeting

B. CEO Report (Rick Minor, CEO) – Exhibit 6

Rick discussed the following items:

1. Commissioner of Agriculture Service Project was January 7th.
2. 2018 - 10.3 million pounds distributed.
3. Wish List. IMS Business Services will be producing updated financials. Once these are available, we will begin looking at the staff's wish list for equipment.
4. Red / Green Counties. All counties are green per Feeding America reporting. Partners are overstocked due to Hurricane Michael push that may jeopardize the reporting for January / February / March.
5. Hurricane Michael Recovery. In October, 1.5 million pounds distributed. Assistance was provided from the Feeding America and Food Bank networks from Houston to Orlando.
6. CSFP. Case loads have been reduced with 96% of goal being met.
7. Staff. Justin Greer obtained Food Safety Certification, Greg Maxwell has been hired for the warehouse from Manpower Temp. Additional staff needs: 1 CDL driver, 1 Development Coordinator, 1 Bookkeeper or Finance Director. Mary and Dave will be retiring between December 2019 and July 2020.

For greater details on each CEO report item, please see January's Exhibit 6, the full CEO's report.

V. Closing Agenda

- a. Old Business – None.
- b. New Business – Board membership. Ramsay will be stepping down from President effective June 2019.
- c. Next Meeting: March 28, 2019, 8:00-10:00 am
Location: St. John's Episcopal Church – Adult Classroom
211 N. Monroe St., Tallahassee, FL 32301

Remaining fiscal year 2018-19 meeting schedule:
May 16, 2019
- d. Adjourn (by Motion)

Wayne motioned to adjourn, Jeff seconded. Approved unanimously.

Exhibit 1
America's Second Harvest of the Big Bend
Board Meeting Minutes
Thursday, November 29, 2018, 8:00 am – 10:00 am
St. John's Episcopal Church – Adult Classroom
211 North Monroe Street, Tallahassee, FL 32301

Attendees: Ramsay Sims, Jowanna Oates, Leigh Jenkins, Jeff Ewaldt, Kristin Harrison, Jayme Agee, Wayne McDaniel, Pam Ridley, Velva Knapp, Justine Hicks, Denisha Sword, Kevin Peacock, Rick Minor, Mary Dekle, Rob Thaler

IV. Welcome/Call to Order (Ramsay Sims, President)

Ramsay Sims called the meeting to order. Shari Hubbard introduced herself as a new AHSBB staff member.

V. Consent Agenda (Ramsay Sims) – Action Item to Move/Approve Consent Agenda

Ramsay: Listed the Board Minutes and committee reports for approval and requested if any reports required amendment.

Velva: Identified that the Development Committee reports had significantly been modified and requested that the amended version replace the report included in the package. Significant changes included that ASHBB is \$210,000 ahead of 2018-19 funding raising goal; updated fundraising spreadsheet and a recap of month to month financials.

Rick: Noted an additional wording edit in the Executive Committee report related to the DEM contract repayment formula. This change was subsequently updated in the official meeting minutes that were filed.

Ramsay: Discussed the timing and availability of the financial statements and committee reports for board packages noting that we may need to adjust board meeting dates.

Ramsay requested a motion to approve consent agenda items A-D with minor edits and pull out the Development Committee report. Jowanna motioned to approve and Leigh seconded approval of the consent agenda. Board approved.

F. Approval of Board Minutes: September 20, 2018 (Jeff Ewaldt, Secretary) – Exhibit 1

G. Executive Committee Written Report (Jeff Ewaldt, Secretary) – Exhibit 2

H. Finance Committee Written Report (Leigh Jenkins, Finance Chair/Treasurer) – Exhibit 3

I. Governance Committee Written Report (Kristin Harrison, Governance Co-Chair) – Exhibit 4

J. Development Committee Written Report (Gigi Rollini, Development Chair) – Exhibit 5

VI. Action Agenda

E. Executive Committee

1. ASHBB holiday closure.

Ramsay: Discussed warehouse holidays closure. Requested a motion to approve the same plans with back-up plans as 2017.

Rick: December 24 and 25 are holiday days (fully paid), proposed December 26, 27 and 28 as fully paid holiday days to provide a full week.

Jeff: Proposed closure December 24-26th, open December 27, close December 28, 31 and January 1 to give two long weekends.

Rick: Voiced concern about staff production if broken up over two long weekends.

Wayne: Voiced concern about warehouse pickup from stores that are on a specific schedule and after Christmas donations.

Ramsay: Identified needs to be open for delivery/pickups with being open Thursday and Friday, December 27 and 28.

Kevin motioned that ASHBB be additionally closed on December 26th and 31st as it will be automatically closed on December 24th, 25th and January 1st. Wayne seconded. Approved unanimously.

2. USDA loan and grant application update.

Ramsay: Provided background of application process, requirements, complications and status. Lewis & Whitlock Architects donated their time to provide architecture review. Financial feasibility study with CPA certification is the last piece to be submitted. Sunshine disclosure requirements do not take effect until such time that the contract is signed. January meeting will need to be formally opened to the public.

- a. Request board approval of the DEM contract to permit President to sign at the appropriate time once all questions and issues are resolved, which should happen before Christmas.
- b. Request the board ratify the e-vote to submit the USDA application once the financial feasibility study is completed.

Wayne motioned to approve both requests. Leigh seconded. Approved unanimously.

F. Finance Committee Written Report (Leigh Jenkins, Finance Chair/Treasurer) – Exhibit 3

1. Acknowledgement of interim financial statements

Leigh presented that the Finance Committee met on November 13, 2018, the documents included in the package have been updated as of the morning of the board meeting and the revised financials have not been reviewed by the committee. [REDACTED]

[REDACTED] The previously obtained financials were on an accrual basis not a cash basis.

2. Audit status. The 2018 audit field work has finished with several preliminary findings and audit adjustments.
3. Truck lease and maintenance payment signature change

Penske signature threshold was discussed and the committee was in agreement in eliminating the board required signature on Penske checks over \$5,000. This will also require an update to the Finance Policies and Procedures.

Leigh motioned that checks for truck lease and maintenance do not have to be signed by the Treasurer or President. Ramsay seconded. Approved unanimously.

4. 2017 bonus tax issue was discussed. The tax auditor advised to take no corrective action at this time. This issue is pending receipt from written statement from the auditor to ensure that this is maintained in writing in the official files.

G. Governance Committee Written Report (Kristin Harrison, Governance Chair) – Exhibit 4

Kristin presented Governance Committee goals to include improving the board member application, selection and integration; board connectivity and development (board volunteer initiatives in the warehouse, mixers, happy hour, etc.); strategic plan; and, Will Merrick's recognition.

1. Michael German – New Board Member Application. Approved by the Governance Committee.

Wayne motioned to approved application, seconded by Leigh. Approved unanimously. Assigned to the Governance Committee.

2. Bylaws update and recertification

Governance committee approved the wording contained in the June 12, 2018, version (Exhibit 4A-2) which includes a reenumeration of article numbers and addition of one compliance related sentence. Exhibit 4A-2 was requested to be approved and ratified by the board. Board unanimously approved.

H. Development Committee Written Report (Velva Knapp for Development Chair) – Exhibit 5

Junior League update/short presentation Sunshine State Ball, Friday, January 11, 2019, Donald L. Tucker Center. Tickets at SunshineStateBall.com, individuals \$250, VIP \$350.

Velva presented the Development Committee met in a planning session on November 19, 2018, covering the following two issues:

1. Request a motion to approve and implementation of the Feeding Hope Society.

Based on a having a list of donors that meet specified donation criteria. Option 1 - Lifetime Giving - \$10,000 threshold; Option 2 - \$5,000 one time in a fiscal year threshold. Committee and staff prefer Option 1. The option would be qualifying for either personal or businesses as a singular criteria. Perks: acknowledgement at events, posting on the website, a wearable pin denoting designation and an annual Society event of recognition.

Ramsay motioned the implementation of the Feeding Hope Society with a lifetime giving of \$10,000 or more. Kevin seconded. Board unanimously approved.

2. Request a motion for the Second Harvest rededication and warehouse celebration to include a budget line item.

The committee would like to set an event to rededicate the warehouse 6 – 9 months into the future. This would be a celebration of reestablishing the warehouse with upgrades, donor recognition and naming rights associated with gifts provided in the facility. This should not be associated with Blue Jeans & Blazers in February 2019. Jayme voiced concerns about doing the event in the summer and that it would be better in the Fall around September 2019.

Velva noted that it is further requested that a budget line item be put into the December budget changes to pay for the donor recognition and warehouse rededication events. The committee is requesting a total of \$20,000 (\$10,000 each event) as one-time non-recurring budget line items for these events. Ramsay noted that if it is a non-recurring event is not required to be in the budget because it would subsequently be required to be removed. Additionally, it was recommended that the request be submitted to the Finance Committee for consideration at their January meeting and they would then bring it forward to the full board.

3. Mary and Jayme updated Blue Jeans & Blazers status including donor contacts, board business cards and upcoming dinner. Mary indicated the need for a point person for the 2019 Virginia Glass luncheon.

IV. Reporting Agenda

A. Executive Committee (Ramsay Sims, President) – Exhibit 2

3. Turn-key generator project
4. Noticing of the January board meeting

B. CEO Report (Rick Minor, CEO) – Exhibit 6

Rick discussed the following items:

8. Additional 1.8 million pounds associated with tariffs and distribution requirements to support the additional influx.
9. \$49,000 of TFAP food values will be reclassified per FDACS into cash.
10. Red/green counties update.
11. Feeding America/Feeding Florida produce.
12. Hurricane Michael.
13. Region 1 – Feeding the Gulf Coast FDACS approval.
14. Staff update.

For greater details on each CEO report item, please see November's Exhibit 6, the full CEO's report.

W. Closing Agenda

- a. Old Business – None.
- b. New Business – Future meetings.

Ramsay discussed the need to condense the board packages into a readable and meaningful size so that board members can have the information timely, not be overwhelmed with the material and be adequately prepared to have a productive board meeting that should be held to no more than 1 hour 30 minutes.

- c. Next Meeting – January 24, 2019, 8:00-10:00 am
Location: St. John's Episcopal Church – Adult Classroom
211 N. Monroe St., Tallahassee, FL 32301

Remaining fiscal year 2018-19 meeting schedule:
March 21, 2019
May 16, 2019

- d. Adjourn (by Motion)

Ramsay motioned to adjourn, Wayne seconded. Board approved.

Exhibit 1
America's Second Harvest of the Big Bend
Board Meeting Minutes
Thursday, September 20, 2018, 8:00 am – 10:00 am
St. John's Episcopal Church – Adult Classroom
211 North Monroe Street, Tallahassee, FL 32301

Attendees: Ramsay Sims, Jowanna Oates, Leigh Jenkins, Jeff Ewaldt, Jayme Agee, Wayne McDaniel, Pam Ridley, Velva Knapp, Justine Hicks, Denisha Sword, Kevin Peacock, Cat Keen, Gigi Rollini, Rick Minor, Mary Dekle, Rob Thaler, Kathy Masterson

VII. Welcome/Call to Order (Ramsay Sims, President)

Ramsay Sims called the meeting to order.

VIII. Consent Agenda (Ramsay Sims) – Action Item to Move/Approve Consent Agenda

Jowanna motioned to approve and Leigh seconded approval of the consent agenda. Board approved.

- K. Approval of Board Minutes: July 19, 2018 (Jeff Ewaldt, Secretary) – Exhibit 1
- L. Executive Committee Written Report (Jeff Ewaldt, Secretary) – Exhibit 2
- M. Finance Committee Written Report (Leigh Jenkins, Finance Chair/Treasurer) – Exhibit 3
- N. Governance Committee Written Report (Cat Keen, Governance Co-Chair) – Exhibit 4
- O. Development Committee Written Report (Gigi Rollini, Development Chair) – Exhibit 5

IX. Action Agenda

- I. Executive Committee

Ramsay: Two items I am asking approval on.

- 1. Approve Four Points listing to lease and to sell.
- 2. Approve USDA resolution required for the application process.

Ramsay: Chip Hartung has had a couple of showings and he feels that the time is not just right to lease but that we may be in a good position to try to sell the Four Points property. Based on the appraisal that we have received on the Entrepot Blvd. warehouse, I would agree with that. The dollar per square foot is probably 30% more than they were just a couple of years ago. I have looked at the comps from the appraisal and we have settled on an asking price and they seem to be holding, which is probably a little above the market value of our Four Points property

I have told him to go ahead, but I would like it reflected in the minutes that the Board accepts and votes in favor of listing the property for sale with the Board giving me authority to negotiate if we get into a contract negotiation. Comps were from \$29 - \$70 per square foot, so the range is very wide depending upon location, docking bays, age of

the building and a number of other factors. We feel we are in the market at between \$40 - \$50 per square foot. I would like to have a motion to list the property at \$1.450 million giving the Board Chair the authority to negotiate the price, however, the board must approval the final sale contract.

Motioned to approve by Wayne, seconded by Leigh. Board approved.

Ramsay: The second issue is a resolution required by USDA as part of our application. We went through a thorough pre-application process and were unofficially awarded \$1.1 million, but it was a \$969,500 loan and \$130,500 grant. We wanted more in grant funding but hearing back from USDA that was pretty generous based on what they had to give from the grant pool of funds. We have gotten through the pre-approval process and been told this is what we can expect to receive once we formally apply. Rob is spending the majority of his time getting through that process. We'll bring that next time so I no longer have that action item on our agenda. It will be coming out via email between now and the next meeting. I'll ask for a vote at that time.

Subsequent Event: Ramsay, via email vote, made a motion to accept and pass the Resolution required by USDA as part of ASHBB's application for a grant / loan. Board passage was unanimous of those who voted. 8 in favor; 6 non-responses; 0 against. Motion passed.

J. Finance Committee Written Report (Leigh Jenkins, Finance Chair/Treasurer) – Exhibit 3

1. Acknowledgement of interim financial statements

Leigh presented the Finance Committee reviewed interim financial statements through July 31, 2018.

[REDACTED]

[REDACTED]

Ramsay: Do we know when we are going to need to spend it during the fiscal year?

Kathy: No.

Ramsay: If it's over the next few months then we don't need to open an account and then close it 30-60 days later.

Kathy: It could even be a sweep account. I don't know but I thought it would be prudent to put that \$50,000 in a separate account.

Wayne: Question. In November we have property taxes of \$15,200 on Four Points Way. Are we going to own that property before that so that we don't have to pay it?

Ramsay: No, we will owe the property taxes for 2018 either way if we own Entrepot or close in November. If we closed in November we would have to pay 10.5/12th of our property tax bill. It was privately owned by TILCO and we agreed to pay the property taxes, so we would owe 90% of the property taxes due for 2018. We are going to try to close it before year-end as everyone has been working towards that. Even if we own it by then we will probably owe \$13,000 in property taxes. TILCO will own it to approximately mid to late December.

Ramsay: Can we get a motion to accept the updated financials?

Jeff moved to accept the updated financial statement, Wayne seconded. Board approved.

Ramsay: We don't have Governance and I'll get to more about that. Gigi will be late but she will do the Development Committee. So now we will move onto the reporting section.

IV. Reporting Agenda

A. Executive Committee (Ramsay Sims, President) – Exhibit 2

5. USDA loan
6. Board member orientation
7. Governance / New Board member

Ramsay: As I mentioned earlier, we did get our unofficial award from the pre-application process by USDA.

Rob: The loan is a 30-year amortization

Ramsay: A 30 year at 3.785% fixed rate. Essentially we are replacing the current rental payment with a mortgage payment. From a cash flow stand point it really isn't going to hurt us.

And over time we will be building equity. Rob and I did the math independently and substantially agreed. We have been working with the attorneys and gotten Phase I environmental study done and it is clean, we have gotten the appraisal and title work complete, there were very few title issues. There were two minor issues and we have gone back to TILCO and they will clean them up. We have had a building inspector complete their report and the building is solid. We do have some roof, gutter and drainage issues that we need to address. Maybe about \$30,000-\$50,000 worth of work. I feel good about where we are and the progress that we have made. The timing is starting to come together. We have to spend the state's funds in the next fiscal year. We are still waiting on USDA.

Ramsay: Second. We have orientation next week. The website has been updated to reflect the current Board.

Ramsay: Last but not least, I received an email from Pastor Will Merrick last week. After accepting the Board Governance Chair role, he has resigned from that position and the Board as of last week via email. He was appointed to a statewide commission on Healthcare through his church resulting in more travel. He's been on the Board since 2013 and completing his second term. We need a new Governance Chair and a new Board member. Rick and I have spoken about it. We don't have a requirement to have a Board member that has any connections with any of our partnership agencies, but we feel that it would make a lot of sense to have someone that is connected to a partner agency

Rick: Michael German at WTXL approached me a couple weeks ago and showed a deep interest in joining the Board. He would really like to be involved. WTXL is one of our long-term partners with the Turkey Drive and so forth.

Ramsay: That is all for reporting. Rick, I'll turn it over to you.

B. CEO Report (Rick Minor, CEO) – Exhibit 6

Rick: There are several things that are not in the CEO report. That list is: Board orientation from 1-5 pm at the warehouse, PDO ad hoc committee, and the DEM agreement. Leigh: From a liability perspective what about the 40 years we are going to have to basically be indebted to them.

Rick: The key issues are the 40 years, the length of the loan is 30 years with USDA, it would be ideal if we could have the term to 30 years so all obligations with the property are done, the other thing is as a condition of receiving the funds the contract requires all of our Board meetings may have to be public noticed. The Board materials will be public records. Wayne and I were speaking about this and he reminded me that whenever you get state money you are required to do that. I did not see anything in our TFAP documents that mandated that. I don't have any huge issue with that, except that, it also means that Board members cannot talk about Board items until they come to the Board meeting which would be a change with how we do things. I want Gigi and Jowanna to work with me about approaching DEM to maybe tailor the scope of public records to just the grant that we get. That would make it more manageable for us, we could still conduct business between board meetings among board members. We would all just have to be very rigid and not discuss the grant from DEM except during a board meeting.

Ramsay: Would we have to notice every committee meeting too?

Rick: The actual agreement specifies subcommittees too. But I am going to confer with Jowanna and Gigi because they are the two attorneys. I want to make sure that what we propose to DEM is going to be satisfactory to them. I would like to narrow the scope of the public records to just the DEM award and anytime a subcommittee or board has it on their agenda, we need to notice that.

Wayne: As a non-profit organization and the laws that we operate under, our records are open and anyone that requests a copy. I don't think we can avoid it.

Ramsay: You can go to Secretary of State or Guidestar and look up our financial information.

Wayne: Is there a clause in there that says if we fail to perform, that the building reverts to the state?

Rick: Yes. It gets into details about that. Once the 40-year life of the grant begins we actually have to pay them back, if we sell the building or we stop providing emergency services we have to pay DEM the full amount of the loan minus the number of years plus 2%.

Green-Red county tracking. *This is Feeding America's way of measuring the amount of food we are distributing for each county in our service area. It is a metric assesses the amount of food insecurity in that county. All of our counties are green.*

Impact, Compliance and Grants. *We received a Bank of America \$5,000 grant for IT software and computer upgrade. We were awarded \$100,000 from Publix, which is the third year in a row that we were awarded that amount. CHSP, we received level-funding for basic needs at a time that CHSP was declining and got a bump in Promise Zone. Rob was able to get us a Milk Drive grant of \$1,417 that requires us to buy liquid white milk. Programs – we have continued problems with the Food on the Move bus. It is mainly the generator. What I would like to do, with our staff, over the next couple of months is prepare a current assessment on the bus. Right now the generator and the electrical are the only issues. If we are going to pursue a new bus, Mary and I will get together and contact the superintendent of schools to see if they are going to write off a bus and see if they are willing to donate it. That would be a huge media event if they would do so, but it isn't quite that simple. We would still need to refurbish and wrap the bus and that was not cheap last time.*

CSFP. *This is a completely unforced error for Second Harvest. We have lost some of the CSFP food that has expired. FDACS has been ordering all of the food for us. Our program was not watching the expiration dates on cheese or apple juice, so those two products expired. Under our contract, Second Harvest is responsible for replacing that food and the value of the food is \$12,000. What we have done to correct this is to have the warehouse staff check the expiration dates of the CSFP product as part of their monitoring of all expiration dates of food.*

Feeding the Gulf Coast CEO approached me for them to apply for the CSFP program contract for their region. Second Harvest currently does both regions 1 and 2. Feeding the Gulf Coast has been a subsidiary partner for serving region 1. They decided that they wanted to apply for their region on their own. It hurts us financially a little bit, but I wrote a letter of support and they applied for the region 1 contract. I now have the CSFP contract for region 2 only. It is already a money losing contract and last year we lost \$9,000. I'm not signing the renewal contract for region 2 yet. Kathy is doing a cost estimate for how much money we are going to lose if we were to sign the renewal contract for region 2 only. I'm guessing that the costs are going to be more and that we could lose \$15,000-\$20,000. Once we have the cost number, we are going to meet with Agriculture to discuss this loss and make us whole so that we break even. My second request will be for them to relax the maximum per county food packages. We can only deliver 500 in one rural county and 600 in another. What I would like to do is ask them to eliminate the thresholds so that we can deliver as much food as we can to the people in the counties that have been designated. This will reduce our costs, not enough to break even but to make it worthwhile. I see this as the only practical way for us to cut our expenses to make it viable,

Ramsay: I am inclined to recommend that we renew for another year. At some point we are going to have to take a hard look at a program where we are experiencing losses. Feeding the Gulf Coast should be feeding their region, but that does mean a bigger loss for us.

Operations. The new forklift should be coming about Christmas. Website redesign, we are still working through the RFP. We have hired an administrative assistant, should be hiring a new director and have let a warehouse employee go. We have a great deal of TFAP product coming in. The trade war has resulted in us receiving about 1.5 million pounds of TFAP product over the next 6 months. We need to clarify with FDACS if are we going to be responsible for reimbursing FDACS for any food that might expire. If we can't push it out to our clients because they cannot take it will we be responsible for replacing it. And we don't know if we are going to be paid any administrative reimbursement for our distribution costs. With every other TFAP program you have the value of the food to buy and TFAP will give you payments to help offset your distribution costs. Every TFAP contract have those dual components. It's a tremendous amount of food and we are going to need resources to distribute it.

C. Development Committee Written Report (Gigi Rollini, Development Chair) – Exhibit 5

Gigi: Legislative Appropriation Contract received from DMS. Mary can speak about the action items portion first.

Mary: VIP reception is shaping up as fun with a chef's competition and they are all committed at this point. We have received word on the Bank of America Give a Meal Program that will kick off October 15th and once again we will have the two-for-one match. There are incentives once again for us being the first ones to meet our goal. Lucky's Share Day has moved to November. We have started to look at donor recognition systems, for having the names posted and a donor gift society. Tentatively, in June we would like to have a rededication of the building and will need volunteers to work on that project.

Gigi: Each year to try to put together goals for the year and break them down on a month by month schedule. It is very important to have the board step in and help us meet those goals. The goals have been developed from a historical perspective and we have a couple of years working with Mary and we believe things are working very well. We didn't have a specific Development Committee meeting to put a recommendation together before the board, but Mary and I have worked on these goals and I would like to move to accept the goals for the 2018-19 year and I would need a second.

Motion to approve by Gigi, seconded by Leigh. Board approved unanimously.

Gigi: I want to underscore about the Blue Jeans & Blazers event, that this is a board event, not the Blue Jeans & Blazers Committee event. In our packet you have contacts for board members to contact. For us

to meet our goals it is crucial for everyone that has been assigned to make their contacts and provide feedback to Jayme and Mary and feel free to copy me as well. If you do not have an assignment you need to pick one or one will be assigned to you. We want to exceed our goal as we have a bottom line as to what we think we can make, but we want to go even further.

X. Closing Agenda

- a. Old Business – None.
- b. New Business – Legislative Appropriation.

Gigi: As you know, we have a Legislative appropriation to purchase the Entrepot building. DMS has sent over a contract and Rick asked if either Jowanna or I could take a look at it. He is rightfully concerned that the contract is extremely broad and seems to treat Second Harvest as it would be a government agency. This means that all of our meetings will be subject to notice and we would have to open all of our records to public records. That piece of it is probably the most problematic piece because we have a ton of items in our records that deal with people on assistance that should not be accessible. There is a comment in the contract that explains the current law that states that typically Legislative appropriations in themselves does not make you subject to Sunshine laws and typically there needs to be more; but, then the contract proceeds to say that if the contractor requires that you are and then under the mandatory conditions it states that you are subject to everything. And there is no limitation in that provision to adjust the receipt of the funds for the building. In my layperson's view, I would personally want some restrictions on that provision. Typically, what the law requires regarding the receipts and expenditures of funds, that portion of our board meetings and that portion of our records would require notice and access via public records laws. But right now the contract does not specify that.

Rick: Gigi, under the Sunshine law that would mean at least within the scope of what is defined in the scope of the contract that we agree to, that means that board members could not talk about things unless they were in a public meeting.

Gigi: Correct. We should probably get some clarification on whether that was really intended giving that this is only a Legislative appropriation for the purchase of a building. It is not even an appropriation for our organization to provide services in place of an agency and find out if that is what DMS really intended to do because that would be problematic given that we have sensitive information in our files regarding people that are on assistance and that normally these are the type of things that we would not want a public person to be able to come in and see. It is time now to go through the contracts that we have with all of our agencies and do a compliance review because there are some simple things that you can do to make sure that your entire organization is not open to everyone. Usually that means having a separate portion of the agenda to address the type of things that are in those contracts that subject you to public records and open meeting laws. When it comes to this type of compliance review, you want an actual opinion letter on law firm letterhead, that is under a law firm's insurance and you want to have that letter in your file if you are relying upon that letter to say that all of those things are not open and subject to it. Then if you get sued for a public records violation there are attorney's fees that are attached to it. My recommendation would be two things: First, that we get some clarity from DMS on whether or not they really intend to have this broad provision or if they meant to maybe limit it to receipt and expenditure of funds; and the other part of it is we should probably start to look at what, assuming they come back saying they are not changing it that it is the standard contract, we should probably start looking at what those provisions would actually entail and what we can do as an organization to quarter off this part from the rest so that we can be prepared. Anytime you are talking about legal services, it is something that the board needs to vote on. Once again, you need to have it on letterhead, you need to have an actual matter started for this type of review and you want someone to be on that letter with us. That would require board approval.

Ramsay: What are we talking about in terms of cost?

Gigi: I think if you are talking about having someone do the extent of the contracts that we had, you are talking about \$10,000-\$15,000 to do a compliance review.

Rick: Obviously we need to look at the DEM agreement that's number 1, but we're also talking about the existing contracts that we currently have, so TFAP, CSFP, all the TFAP amendments that aren't verbose but those qualify to. After school meals from the Department of Health, anything where we actually get monetary funds or food is purchased on our behalf.

Gigi: For the most part, the board is not making substantive decisions about those things, most of that is going to be done within staff, so the effect is that there are probably some requirements that are tied to them; but, probably the board just needs to be aware what the parameters are so that if there is going to be a meeting or substantive discussion or decisions are going to be made about those contracts, then those may very well implicate notice requirements.

Ramsay: Alright, if we are going to decide something, we need to do it now as we are 1 person away from losing a quorum. I think Wayne is right, the DMS contract is priority 1 and then we go down the line as we have time. These aren't an emergency, but they are something that we need to have reviewed. Obviously this one is pressing. We do need a review as the board member who has been on the board for 6 years, I can't tell you what a lot of the restrictions or covenants or ramifications of our contracts are.

Gigi: I would need to speak with Robin Safley about that.

Ramsay made a motion that we engage Stearns and Weaver to undertake the contract review, seconded by Wayne. Board approved unanimously. Gigi recused.

- C. Next Meeting – November 29, 2018, time to be determined
Location: St. John's Episcopal Church – Adult Classroom
211 N. Monroe St., Tallahassee, FL 32301

Remaining fiscal year 2018-19 meeting schedule:
January 17, 2019
March 21, 2019
May 16, 2019

- D. Adjourn (by Motion)

Ramsay motioned to adjourn, Wayne seconded. Board approved.

Exhibit 1

America's Second Harvest of the Big Bend Board Meeting Minutes

Thursday, July 19, 2018, 11:30 am – 1:30 pm

**St. John's Episcopal Church – Adult Classroom
211 North Monroe Street. Tallahassee, FL 32301**

Attendees: Ramsay Sims, Jowanna Oates, Leigh Jenkins, Jeff Ewaldt, Jayme Agee, Wayne McDaniel, Sangeetha Wollett, Pam Ridley, Velva Knapp, Justine Hicks, Rick Minor, Mary Dekle, Cyndi Mundell, Rob Thaler, Dave Cox

A. Welcome/Call to Order (Ramsay Sims, President)

Ramsay Sims called the meeting to order.

Rick introduced Florida Gateway Food Bank CEO Suzanne Edwards and staff member David Boozer.

Ramsay opened the meeting with the Governance Action items:

1. Expansion of one board seat
2. Board Application for Justine Hicks replacing Sangeetha Wollett
3. Board Application for Velva Knapp as applicant to fill the one expanded board seat

Jayme motioned to ratify Governance's approval of applications for Justine Hicks and Velva Knapp and seconded by Jowanna. Board approved. Welcome Justine and Velva to our Board!

Ramsay recognized Sangeetha for her service and contributions as a Board member. Thank you Sangeetha!

B. Introduction of CEO Suzanne Edwards of the Florida Gateway Food Bank and Florida Gateway Food Bank Director David Boozer

Suzanne as CEO and Regional Director, Catholic Charities for 18 years, oversees 5 NE Central Florida counties covering 2,932 miles. Catholic Charities is the 501(c)3 governing charity. All funds raised stay in the region. The Florida Gateway Food Bank is one of the largest programs overseen by Catholic Charities. After 15 years in South Florida banking she relocated to Lake City to assume this position.

David Boozer as Florida Gateway Food Bank Director for 2 years, oversees the daily operations. Over the last two years has worked to develop a close working relationship with ASHBB staff. Distributes product with two part-time drivers and himself. Has been working with growers in their area to access and distribute fresh produce.

Current budget is \$3.4 million with a 3% overhead expense. Although as a member of the Central Florida Food Bank network, they have worked very closely with Dave Cox moving excess product to ASHBB who delivers food product to them twice per month. ASHBB had been awarded the contract by CSFP to cover feeding elderly in Hamilton County within their jurisdiction. Geographically closer to ASHBB than Central Florida to enable program best practices. Supported ASHBB's 2018 legislative initiative resulting in our receipt of a \$1 million appropriation.

Exhibit 1

C. Consent Agenda (Ramsay Sims) – Action Item to Move/Approve Consent Agenda

Pam motioned to approve and Sangeetha seconded approval of the consent agenda. Board approved.

- P. Approval of Board Minutes: May 17, 2018 (Kristin Harrison, Secretary) – Exhibit 1
- Q. Executive Committee Written Report (Kristin Harrison, Secretary) – Exhibit 2
- R. Finance Committee Written Report (Jowanna Oates, Finance Chair/Treasurer) – Exhibit 3
- S. Governance Committee Written Report (Cat Keen, Governance Co-Chair/President Elect) – Exhibit 4
- T. Development Committee Written Report (Gigi Rollini, Development Chair) – Exhibit 5

D. Action Agenda

- K. Executive Committee

Ramsay: Rick I will ask you to speak about the first two items.

- 3. Approve proposed purchase of food for shared maintenance stock
- 4. Approve proposed purchase of new fork lift

Rick: Last two meetings we talked about our summer inventory shortage. Our idea was to buy-in palletized commodity products and put it through a shared maintenance stock. It was rather unorthodox because the two types of commodities. Chris Warren researched and determined that categories cannot be mixed when dealing with price per unit and price per pound. Need to determine what our second step will be.

Ramsay: Will we make more money if we put it into the food purchase program?

Rick: Yes.

Ramsay: We lose money under this approach but since we did not get food through the Stamp Out Hunger program this year we have less food going into the summer.

Rick: We usually receive 50,000 – 80,000 pounds from the program. When there is not a lot of free food in the shared program they do not purchase a lot from the purchase program. Rather counter-intuitive.

Rick: We had \$46,000 given to us from Feeding Florida as part of Hurricane Irma funding. We decided to purchase a new Toyota forklift with part of the \$46,000. Approximately \$34,000 for an upgraded model. They are going to include mirrors and lights and they are going to replace upgraded tires. This model will be with us for a long time.

Ramsay: We are pulling number 1 since it cannot be part of shared maintenance stock.

Rick: Yes.

Ramsay: As long as our partners know that this is a special situation.

Rick: Request authorization for up to a \$27,000 purchase of food with these restrictions to allow us to make an effort to cover the summer.

Motioned to approve by Wayne, seconded by Jowanna. Board approved.

Exhibit 1

L. Finance Committee Written Report (Jowanna Oates, Finance Chair/Treasurer) – Exhibit 3

1. Acknowledgement of interim financial statements

Jowanna presented the Finance Committee reviewed interim financial statements through June 30, 2018. ASHBB has a projected cash balance for the end of the month of \$396,681. ASHBB is ahead of budget by \$250,204 at close of the year.

Pam: Why do we have bank finance charges?

Ramsay: Because we have a bank loan.

Cyndi: We also have other charges. We have a bank scanner that we pay monthly fees and service fees.

Jeff: And who is the bank?

Cyndi: Capital City

Pam: What are categorized as house supplies?

Cyndi/Rick: Cleaning supplies, gloves, crack filler, mops, shrink-wrap, etc.

Pam: Legal fees?

Cyndi/Rick: HR department and legal assistance for hiring and terminations.

Jowanna moved for acknowledgement of the financial statement, Leigh seconded. Board approved.

M. Governance Committee Written Report (Cat Keen, Governance Co-Chair/Vice President) – Exhibit 4

1. Approve Revised Bylaws
2. Approve Board Welcome Letter
3. Approve Board Thank You Letter

Ramsay presented the Governance Committee report on behalf of Will.

Ramsay: Everyone has had the opportunity to review and raise questions on the revised Welcome and Thank You letters.

Leigh: The Bylaws did not distinguish the Audit Committee.

Ramsay: I believe we have always had the Audit Committee as a subset of the Finance Committee because it only meets once or twice a year. We also have an HR Committee that we convene on an ad hoc basis. We also retitled the President Elect to Vice President.

Leigh: On page 27 of the roster, Jeff needs to be listed as Secretary instead of Vice President.

Jayme motioned to approve, Leigh seconded. Board approved.

N. Development Committee Written Report (Gigi Rollini, Development Chair) – Exhibit 5

1. Event/Tour/Call-Notes Sign Up - Mary
2. Progress of Blue Jeans and Blazers Event - Jayme

[REDACTED] The direct mail vendor is being evaluated and ASHBB will be either renewing or selecting a new vendor commencing January 1,

Exhibit 1

2019. Hoping to revise the donor database this coming year. Tours are being marginally well attended, next one is September.

Rick: Mary and Velva have met all their goals this year ahead of schedule. Mary is concerned about meeting their goals for the coming year as to reach the next plateau, food banks have additional staff. I will be monitoring their goals over the next 6 months and advised that if they meet their goals my next step is to request an additional FTE as her research indicates that another person would be required to meet those goals.

Mary: National statistics show that \$800,000 is the maximum that a 2 person team can raise.

Ramsay: Mary and Jayme do you have any items that we need to vote on?

Mary: Jayme wants to do an update on Blue Jeans and Blazers.

Jayme: Commitments at \$9,000 presently. Look at the sponsorship list and reach out to those sponsors that you have signed up for.

Ramsay: Do we have a card that we may email as that would be easier for me?

Mary: We do have one.

Mary: We have an early-bird special for anyone that would like to sign up prior to October 1st. If they make their commitment they will get extra advertisement and a couple of extra tickets to share. Save the date cards are on our agenda to mail out September 1st. We are having a 3-4 chefs to have tables for hors d'oeuvres and competition.

Ramsay: Has the 40 person Hunger Dinner set a date yet?

Velva: No, the date has not been set. He wanted to make some clarifications regarding liability first regarding his family's lodge. He is committed to holding a fundraiser.

E. Reporting Agenda

A. Executive Committee (Ramsay Sims, President) – Exhibit 2

1. Board officers
2. Four Points Property
3. Financing options for the balance of the building purchase and renovations
4. Meeting time
5. Orientation / Board Packet

Ramsay presented the Executive Committee report.

We have a new slate of officers except for me as I will be the Board Chair for another year. Jowanna has moved into the newly named Vice President role, Leigh will be the Finance Committee chair which by default makes her the Treasurer and Audit Committee Chair, Jeff will be the Secretary. Will takes over for Cat as Governance Chair, Gigi will remain as Development Chair.

Four Points Property. The current tenant will be moving out by the end of the month and Chip Hartung has two prospective tenants to show the property to and hopes to have three showings by the end of July. Hopefully one of them will be willing to lease the property.

Financing Options. I have been working with Rick and Rob on USDA initiatives and our attorneys who have given us a cut rate for their services and when we close they will be giving us a rebate on the title insurance. We are down to one last point on purchasing the building. We should have a signed contract

Exhibit 1

for the purchase this week. Our current lease payment is \$3,800 per month. The difference we hope to get is approximately \$3,700 between a grant a loan. We should save approximately \$16,000 per year on taxes. Loan only would result in about the same. The owner has been very flexible and reasonable with us. We are receiving approximately twice in lease receipts from Four Points than what we are paying. Hopefully by early August we will hear back from USDA. We should have everything in place by the next meeting.

Meeting Time. Cat had previously done a survey where the results were a massive tie. We are going to do it again. I ask that you pick more than one time so be flexible. I want to be as fair as possible and give as much feedback as possible.

Orientation / Board Packet. Still waiting on a revised Board Packet. In lieu of a Board retreat this year, I would like to have a Board orientation. Approximately 6 members have joined the Board in the last year. Rick: I will add some updated documents to the package and have available for the orientation.

B. CEO Report (Rick Minor, CEO – Exhibit 6)

Rick: Please see page 61 as that is where I will start. We had our audit last month that is a physical count of our inventory. The discrepancy is \$174. A couple of adjustments had to be made that Cyndi can explain.

Cyndi: Shelf-stable milk is broken down into units of each. It was recorded as cases not individual units overstating value and decreasing inventory by approximately \$10,000. CSFP report was not reporting the value accurately in the report. Reentry resulted in the receipts calculating correctly and increased inventory by approximately \$11,000. This will be immaterial when the auditors look at it.

Leigh: Did the auditors discover them or did you discover them?

Cyndi: We discovered them and made the corrections.

Rick: On a million dollar inventory this is really good.

Rick: Red/Green tracking reports are all green. Food purchase program, we previously spoke about. Grants, we feel good about our presentations and expect grants to be up. CSFP program, we are losing approximately \$9,000 from FDACS. The distribution and make-up distribution is expensive. We are going to be able to do Calhoun make-ups in Madison, but that will not save us enough to offset the full \$9,000. The contract ends September 30th, and I have signed an extension as a good-faith effort. CSFP does two regions. Feeding Gulf Coast has been a subcontractor of ours. Calhoun overlaps their region. Our forecast shows that we would lose money if they do the contract but we would receive an administrative fee.

Rick: Operations. We have found evidence of a rodent in the warehouse including gnawing. Dixon Pest Control has laid out additional traps. We think it came in through a shipment not through the perimeter of the building. Traded some of our truck inventory as one of the trucks did not work due to size of lift gate and a ridge floor. We have 50-60 boxes of food for Eastpoint, but have not heard anything about their needs, Dave will be making inquiries and documenting the response. Food on the Move Bus generator is not working properly and is in the shop now. Our van has been used which is not conducive for feeding children.

Exhibit 1

Rick: Personnel changes. We terminated one of the drivers due to alcohol. He failed breathalyzer administered by Patients First. We do not believe we need to replace him. We have hired an administrative assistant starting end of July/early August. Cyndi will be leaving August 3rd. She has two clean audits in a row. We have offered and hired a new Director of Finance to start July 26th.

Ramsay: Next meeting is September 20th with the time pending the survey.

Rick: We are going to close the position of Volunteer Coordinator. The position will be retitled and expanded to provide a better fit of duties.

F. Closing Agenda

- a. Old Business – None.
- b. New Business – None.
- c. Next Meeting – August 20, 2018, time to be determined
Location: St. John's Episcopal Church – Adult Classroom
211 N. Monroe St., Tallahassee, FL 32301

Remaining fiscal year 2018-19 meeting schedule:
September 20, 2018
November 15, 2018
January 17, 2019
March 21, 2019
May 16, 2019

- d. Adjourn (by Motion)

Leigh motioned to adjourn, Jowanna seconded. Board approved.

**America's Second Harvest of the Big Bend
Board Meeting Minutes
Thursday May 17 2018, 11:30 am – 1:30 pm
St. John's Episcopal Church - Adult Classroom
211 North Monroe Street. Tallahassee, FL 32301**

Attendees: Ramsay Sims, Jowanna Oates, Cat Keen, Jayme Agee, Jeff Ewaldt, Kevin Peacock, Wayne McDaniel, Sangeetha Wollett, Leigh Jenkins, Denishia Sword, Kristin Harrison, Rick Minor, Mary Dekle, Cyndi Mundell, Rob Thaler

I. Welcome/Call to Order (Ramsay Sims, Board President)

Ramsay Sims called the meeting to order

Ramsay requested a meeting agenda change to approve the Board Application for Denishia Sword as our first agenda item. Jowanna motioned to ratify Governance's approval of the Denishia Sword's application and Jeff seconded the motion. Board approved. Welcome to the Board Denishia Sword!

II. Introduction of CEO Suzanne Edwards of the Florida Gateway Food Bank

This item is being postponed to the July Board Meeting

III. Consent Agenda (Ramsay Sims) – Action Item to Move/Approve Consent Agenda

Ramsay motioned to approve and Sangeetha seconded approval of the consent agenda. The Board approved.

- A. Approval of Board Minutes: March 17th 2018 (Kristin Harrison, Secretary) - Exhibit 1
- B. Executive Committee Written Report (Kristin Harrison, Secretary)- Exhibit 2
- C. Finance Committee Written Report (Jowanna N. Oates, Finance Chair/Treasurer) - Exhibit 3
- D. Governance Committee Written Report (Cat Keen, Governance Co-Chair/President-Elect) - Exhibit 4
- E. Development Committee Written Report (Gigi Rollini, Development Chair) - Exhibit 5

IV. Action Agenda

- A. Executive Committee
 - 1. No Action Items
- B. Finance Committee (Jowanna N. Oates, Finance Chair/Treasurer) - Exhibit 3
 - 1. Acknowledgement of interim financial statements

Jowanna presented that the Finance Committee reviewed the interim financial statements through April 30, 2018. ASHBB has a projected cash balance for the end of the month of \$492,331.00. ASHBB is ahead of budget by \$450,662.00.

Jowanna acknowledged, Cat seconded the interim financial statements and the Board approved.

2. Approval of FY 2018-2019 Budget

Last year, ASHBB received an unrepresented amount of unanticipated funds due to Hurricane Irma grants and the CSFP program. To balance the budget, a little over \$54,000.00 has been moved from reserves; from that amount \$29,927 will be allocated to non-reoccurring staff bonuses and \$24,573.00 will be allocated to recurring items (such as full funding of the 401K program, truck fuel and repair, etc.).

This year's budget is leaner, as it reflects a reduction in revenue from the CSFP program, a reduction in grant income (e.g., hurricane-related grants, grants for specific programs such as the backpack program) and the addition of FTEs due to ASHBB's increased workload.

[REDACTED]

The budget also includes an allocation for 100% participation of the full-time staff for the 401K program.

Rick: Banner year! Food distribution has increased 25% which is great. Operations expanded in how we feed people. Met corporate and individual goals two months early. There was a lot of restricted money from Irma related grants. Infrastructure improvements with vehicles and money for food distribution. CSFP monies impacted because FL didn't meet the statewide case allocations and funding has been reduced by 50%. Expenses are the same with the reduced CSFP revenue. Rick wants to reward the staff for their hard work. Staff needs to know that we're investing in them. 2% cost of living increase. Propose taking \$30,000 of unrestricted funds. Ramsay: rick doesn't feel he needs a raise. Rick: He has set expectation with staff that campaign is very separate and not a part of Second Harvest. That holds true for the board.

Ramsay: Rick has committed to better communication.

Wayne: Bonuses/Raises come out of FY 2019? Rick: Yes. Using \$29,927 from cash reserves.

Wayne: Can we give a bonus for 2018?

Ramsay: Pay bonuses in July - stronger statement. Cat agrees. If we can give bonuses in Nov. we will. Page 30 of the Board Packet should be redacted as this is personal employee sensitive information that should not be public.

Jeff: What is the 401K page 30? Rick: this is an IRA match up to 3%. Wayne proposed change to opt-out verses opt-in.

Cat: when will we receive the appropriations for legislative monies? Ramsay: This will be a one-time and not put in operations. Wayne: We need 2.2 million, but thankful for the 1 million received.

Rick: we don't have as much encumbered for backpacks. We're looking to reach more people with less cost. Leigh: please hit the highlights. Rick: Provided the highlights of page 22 and 23. Grant income

down from 2018. We don't anticipate hurricane relief funds as we received in 18 from Irma. We expect a reduction in CSFP and program income compared to the year. The expenses are down for senior outreach with CSFP. Employee wages - salary and bonuses- also increased in insurance. Cat: What amount in reserves? Ramsay: add a \$20,000 estimate reserve for the end of this year. Rick: we are fully compliant for financial resiliency with 2 years of a satisfactory audit.

Jowanna motioned for approval and Jeff seconded. The Board approved the approval of FY 2018-2019 Budget

C. Governance Committee

1. Approve Board Self-Assessment
2. Approve Board Application for Denishia Sword. (Moved to the start of the agenda)

Cat: engaging new candidates. Very happy to have Denishia join. We are doing well to have people in queue.

The Board Contact list has been updated including new emails for Cat and Gigi.

The Diversity Matrix has been updated for July's meeting.

Rick and team are updating the congrats/regrets letters for board applicants

Board Self-Assessment:

Kevin: Orientation weak.

Jowanna: Board manual would be helpful and if it could be available on the Google drive.

Rick: The board manual will be updated.

Sangeetha: Informal board get-togethers would help for better connectivity among board members.

Board Retreat: August/Sept?

D. Development Committee (Gigi Rollini, Development Chair) - Exhibit 5

1. Event/Tour/Call-Notes Sign Up – Point Person: Mary Dekle (See Ex. 5B) -5 minutes requested

These were distributed for sign-up during the meeting

2. Progress of Planning for Blue Jeans and Blazers Event. Pass out Sponsorship opportunity sheet & have each Board member review – Point Person: Jayme Agee (See Ex. 5C)-10 minutes requested

Kevin: exceeded annual 2 months early.

Mary: Summer luncheon is up to \$14,000. An idea for next year is table captains with a goal of \$1000 per table. Virginia is excited about this.

Jayme: BJB will be Feb. 28th, 2019. Moving the timeframe of the VIP portion to 5:30 and event starting at 6:30. Reaching out to sponsors. Make sure your name is appropriate for reaching out to sponsor on the passed out list. We should have more corporate sponsors with this early reaching out. Cat: Who are the new corporate sponsors desired? Jayme and Mary: That hasn't been identified yet.

Kevin: Full Summer is underway. Please volunteer for events.

Sangeetha: Pampered Chef this Thursday with Carrie Frazier. She is active and helpful throughout the year. Feeding the hungry is the Pampered Chef national cause.

Mary: May 24th is the Red Nose day. Rick: Best Nose to Nose is the goal this year. This is an international to address children's hunger. The noses can be purchased at Walgreens and send pictures.

IV. Reporting Agenda

A. Executive Committee (Ramsay Sims, President) - Exhibit 2

1. Executive Committee

Ramsay: Bi-law change revision of title from President Elect to Vice President. The description is the same. In our July meeting, we will have bi-law revisions to review and approve. Jowanna Oates has agreed to move to the role of Vice President.

2. Potential Buyer for Four Points Property

Ramsay: The offer was to take over our mortgage, so the offer was declined. The property is currently rented. We hope to increase rent to \$6,000 monthly next month. The rent will allow us to further pay down our mortgage.

3. Financing for the balance of the building purchase & renovations

Ramsay: The USDA is the best option leveraging their grant and financing. Applying for the USDA grant. Option to finance the remaining for 40 years with reasonable rates. Allows us to not have to pay property tax. Rick: Its his preference to pay for the building with the USDA grant and financing along with the legislation appropriations. The DMS engineer is looking forward to doing work with us. It is a reimbursement. We'll have to get 1 million and put it into the building and then they'll reimburse. State retains a level of interest in the building over a 30-year period. If we sold, we'd owe some percent of the profit back to the state.

4. Time for future Board Meetings - Doodle Poll

Ramsay: Cat will send out a Doodle Poll

C. CEO Report (Rick Minor, CEO) - Exhibit 6

Rick: [REDACTED] This was brought up to Feeding Florida. Feeding FL and Al Friedman with the Association of Letter Carriers to meet in July. For discussion will be Feeding FL 's willingness to buy Stomp Out Hunger bags about \$150,000. The marketing is so effective for dollars that food donations could be down. Ramsay: Shouldn't we be buying more food? Rick: Propose to buy more food from the non-reoccurring. Ramsay: This is urgent to spend money on food. Rick: new agencies have joined and we must have food. Mary: New talking points for the board are coming. Rick: new food insecurity rates have just been released. We have the top 5 counties in FL for food insecurity. Sangeetha: is Goodwill a partner? That should be a quick way to help address the food shortage. Wayne: Purchase program should be leveraged as we don't have control of food that's donated. It could be expired, damaged, etc. Meats coming in are in good quality. Other food banks have worked with coops to purchase quality food meeting dietary needs. Also needed are feminine products for shelters, diapers for infants etc. Rick: Next week on expenditure communication. Provide at shared maintenance. Look for email.

Rick highlighted that it's our highest ever tracking for green in the Green/Red County Tracking

March 21, 2019

May 16, 2019

D. Adjourn (by Motion)

Jowanna motioned to adjourn and Jeff seconded. Board approved.