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Oregon Tilth, Inc. is a 501(c)(3) nonprofit organization that supports and promotes biologically sound and socially equitable agriculture through education, research, advocacy, and product certification.

Oregon Tilth Board Meeting Minutes
Tuesday, December 16th, 2014
5:00-7:00 PM

Board Members Attending:

Lynn Youngbar
Steve Crider (joined at 5:30)
Susan Schechter (joined at 6:30)
Ryan Wist
David Granatstein

Staff Attending:

Connie Karr
Chris Schreiner
Monica Murray (taking minutes)
Jessie Hancock-Malo

Members/Public Attending:

Lynn Coody

Introductions and agenda review

Agenda adjustments: G-6 code of conduct removed from the agenda.

Announcement: This will be David Granastein's last meeting. The board expresses their gratitude for his service and contributions.

Public comment

None.

Consent agenda

G-6 Code of Conduct removed from consent agenda. Follow-up at future meeting.

EL-3 Financial Planning & Budgeting removed from consent agenda for proposed 2015 budget discussion.

- **Minutes of 11/18/14 meeting**
 - David moved to approve above remaining item on consent agenda. Ryan seconded.
Three in favor. Motion passes (3-0-0).

Proposed 2015 Budget

Discussion of 2015 budget.

- **Salary increases** – These are factored into 3-year budget figures and reflect Tilth's current staff (including new positions proposed for 2015). Chris clarified for board members that annual wage increases for staff are not promised in employee manual, but Tilth has been able to offer these to staff in the past. Tilth utilizes Cascade Employers Association to assist in analysis of Tilth's wages in comparison with similar positions in the job market, with goal of providing competitive pay to retain quality employees.

- *Budget detail* – In the future, Board would like more detail provided to them, to enable a closer look in order to analyze and track additional details of income and cost centers in the budget. Board suggests forming finance committee tasked to review budget in closer detail (in addition to overseeing annual financial audit by CPA and investment portfolio performance. Board agrees that staff has done a great job with budget, and believes a committee would be able to give more focused effort on budget analysis in the future.
- **Ryan moved to adopt EL-3 Financial Planning & Budgeting monitoring report, including the proposed 2015 Budget. David Seconded. Motion passes (3-0-0)**

Food Safety Discussion

- Lynn Y asked for a detailed cost/benefit analysis for food safety certification. Board would like to take a closer look at this new initiative.
- Ryan and Connie have been in communication to schedule in-person meeting to discuss.
- Discussion of different criteria and status of efforts to harmonize different food safety programs currently in marketplace. Discussion of implications on which food safety assessment program / service Oregon Tilth chooses to offer. Connie has been researching the best certification to pursue in order to offer our clients the most widely accepted certification.

Membership Advisory Committee (MAC) Report

- Lynn Coody briefly updates Board on latest MAC meeting.
- MAC discussed proposal by Kathy Ging to distribute the transition document.
- Proceeded with a plan to let members know about MAC meetings & opportunity to serve (recruitment effort) and opportunity make public comment at MAC meetings. Plan to produce a flyer to be implemented in January.
- Discussed certification of cannabis, which remains a hot topic.
- Recruitment and terms are also being discussed.

ED Report

Discussion of OT talking points regarding OR governor's GE task force report –

- Chris reports that the task force will finalize the report in the next few weeks and a meeting will be held in early January when the report will be presented to governor's office. Because media may be present at the event, Chris Roddy will be consulting with Chris to develop simple talking points.
 - Highlight Tilth as a leader and spokesperson on the task force.
 - Tilth as a forum for conversations regarding GE issues.
 - Tilth as a resource for solutions
 - Need for safe havens and protection for non-GE producers to prevent economic losses.

Organic Research and Promotion Program (AKA Organic Check-off) Update

- Would like to see Tilth offer information, without taking a position. There is a lot of work still needed to educate and clarify misinformation regarding this issue.
- Organic research is currently underfunded; this could be a mechanism to increase research funding support. However, questions remain on how to prioritize and allocate research funding across broad sector (diverse crop and livestock operations and processed products).
- Organic has been target of recent media stories questioning value and integrity of standards and label. Need for more promotion and education of organic; this could be a mechanism to support those efforts.
- There are concerns regarding control and decision-making; being framed as big business / companies v. small-to-mid sized operations.

- Take a survey of members and certified operations to better understand diverse needs and perspectives related to this issue. Tilth has acquired sample surveys conducted by other organizations to inform the design and questions we ask in our survey.
- Being a neutral resource at this phase would be a real benefit.
- Chris will keep board updated on developments.

Staff Retreat

- December 8th – 12th Tilth staff attended retreat week and engaged in trainings and meetings. Remote staff came to Corvallis, Oregon to participate; this is one time of year the entire staff is together. It was a positive week and helped strengthen team cohesion and organizational culture.

Mexican Law Firm POA Authorization

Motion for a board resolution to grant Chris Schreiner, Executive Director, the authority to sign the power of attorney document necessary for the Mexican law firm of Hogans and Lovelle BSTL to establish an Oregon Tilth Inc. branch office and serve as its legal representative in Mexico.

- POA offers broad power to Mexico office, but has limitations for certain actions.
- Establishes a legally responsible person for Tilth in Mexico
- Tilth's US-based non-profit attorney did not have any specific concerns with POA; she noted it grants them broad powers to act on Oregon Tilth's behalf, but these are necessary to establish the branch office as legal entity in Mexico.
- Tilth is currently waiting for the final revisions / translations from Hogans and Lovelle BSTL.
- Ryan and David expressed concerns about broad scope of POA and translation issues as the document is bilingual.
- Chris mentioned provision in agreement that requires advance communication and approval of any actions taken to protect the organization. Chris will post a copy of current draft of agreement on dropbox.
- **Ryan moved to approve Mexico Law Firm POA. Steve seconded. Three in favor, one opposed. (3-1-0)**

Board Schedule Discussion

- Board discussed an every other month approach to board meetings with several in person meetings per year. There are several concerns with this.
- EL Reports – David was concerned that length of time between meetings may mean that special meetings may be necessary.
- Ryan felt board would not be as nimble.
- Lynn C feels it would be difficult for MAC members to attend in person meetings. MAC members also submit reports for nine months of the year, which could be problematic.
- Lynn Y feels that with fewer, longer meetings board could give proper gravity to issues like Food Safety.
- Board agreed to have January meeting as normal and further discuss board logistics then.

Executive Session

- Board entered into Executive Session to discuss annual performance evaluation of Executive Director, Chris Schreiner.

Adjourn meeting