



260 SW Madison Ave. Ste 106 | Corvallis, OR 97333 | www.tilth.org | PH 503.378.0690 | FX 541.753.4924 | organic@tilth.org

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, May 19, 2014
5:00-7:30 PM

Board Members Attending:

Susan Schechter
David Granatstein
John Haapala (arrived late)
Lynn Youngbar
Meta Loftsgaarden

Staff Attending:

Chris Schreiner
Connie Karr
Jessie Hancock-Malo
Erin O'Donnell (taking minutes)

Members/Public Attending:

Lynn Coody

Welcome, Introductions, Agenda Review.

- Meeting began at 5:05 pm.

Public Comment

- No public comment.

MAC Report/Update

- Rebecca Willows resigning from MAC. MAC has not yet had a chance to review and report on the charter. No other MAC updates this meeting.

Consent Agenda

- April 15, 2014 Board retreat meeting minutes
- EL 6 . Asset Protection
- Bylaws change to reflect new office location and change of address
- **Susan moved to approve the consent agenda as presented. Meta seconded. All in favor. Consent agenda approved 4-0-0.**

Board Member Appointments

Board Nominations Committee (Lynn Y and John) spoke with 5 - 6 potential applicants-- several of whom were interested in serving but at a later date. There are three strong applicants and the board agreed that the nominations committee will ask for applications from each and have an interview with them at a special/executive Board meeting. There are two vacant positions to fill. Need to give the board 2 weeks advance notice of special meeting, per bylaws.

Strategic Plan Update

- Ad-Hoc Strategic Planning Committee (Lynn Y, Meta and Chris) had 4 different potential consultants, two of whom determined they were unable to meet scope of work and timeline after reviewing the Request for Qualifications document. Two final candidates have been reviewed and interviewed to evaluate qualifications of leading the process.
- Discussion of qualifications amongst the board and staff considered experience with a membership-based organization that is geographically dispersed as well as stakeholder input and analysis.
- **Meta motioned that Board move forward with securing Steve Patty, Dialogues in Action, as consultant for Oregon Tilth strategic planning process. David seconded the motion.**
- Discussion regarding reference check questions: Inquire about efficiency and style; dealing with differences of opinion/how build consensus; detail on reaching out to stakeholders.
- **Meta amended motion – We will move to hire Steve Patty following a successful reference check. All in favor – passed 5-0-0.**
- Both consultants suggested to the committee that there be a strategic planning task force to guide the process. Currently ad hoc committee consists of Lynn Y, Meta and Chris. Perhaps add another board member, staff member, or outside stakeholder.
- Discussed having one of our newer board members on this committee especially if they already have strategic planning experience. Also discussed engaging MAC and staff during strategic planning at key points in process for stakeholder input.
- Ask Steve to suggest size and composition of this task force based on his experience. Also get an idea of time commitment for members of this task force.

Executive Director's Monthly Report

- OR Right To Know - GMO labeling initiative has cleared OR Supreme Court. Just beginning signature gathering phase to submit by July in order to get on the ballot. Tilth is going to send out a notice to Oregon-based members and certified operators on how they can sign a petition. This is not an endorsement but merely informational.
- Board appreciated report on the new office move. Discussion regarding the construction / improvement work to interior that had to be completed to make new office suitable for Tilth operations. There was quite a bit of work to build out the new office and there are extra spaces in the office with room to grow. Construction costs / work is now complete. Staff morale is great, with people happy to be out of old space. Owner is a local sheep farmer who knows Tilth and was very excited to have OT in this space. Based on current commercial real estate rates, it's an amazing deal with up to 15-year lease options.
- Discussion regarding OR Governor's GMO taskforce. Have had two meetings, with first meeting largely procedural.. Task Force is composed of 12 people and is a well-balanced group. Board is interested in more specific update on what is happening with this project at a future meeting.
- Discussion on declining number of non-certified members. Will expanded staff in marketing / communications focus on membership? Yes, increasing membership as a whole will be a part of enhanced marketing / communications efforts. Chris Roddy (new Strategic Communications Manager) has completed an initial communications assessment. He has identified gaps and opportunities and is outlining a communications design process that will tie into larger strategic planning work. Focused discussions with various stakeholder groups in order to identify audiences, their needs / interests, and develop messages and stories.
- Discussion of the different marketing and communications positions that are now filled within the organization and how they differ from each other but work together as a

newly formed communications team. These positions may be crucial if, in the future, we have a major organizational change.

- Communications design process and strategic planning process will include reaching out to members for input at the same time and those who are leading these efforts will be in close communications so that efforts are coordinated and organized.

Policy Governance report

- G-6 Board Member Code of Conduct was reviewed to see if the group was comfortable with the policy or if it needed to be rewritten.
- Idea behind these Governance (G) policies is that they shape how the board functions. If these policies don't work then they are rewritten.
- Code of Conduct is a basically straight forward policy. Some of it reads more proscriptive than other areas. There are possibly more items/issues to be addressed in this policy.
- Discussion of the symmetry that this policy has with other documents (ex: NOP, Bylaws, OR Revised Statutes). Make sure it accurately represents items the board is required by law to perform. General agreement that this policy should be compared to other documents (i.e. bylaws, articles of incorporation).
- Next Step: John will compare the policy to applicable OR Revised Statutes and report back to the board by the next meeting. Will provide edits to the document that aligns this policy with the other documents / requirements. Reminder to submit 1-2 weeks prior to the board meeting so that others have time to review.

Other Items

- Think about a better way to have people signal to talk during the conference call
- Discussion of scheduling another face to face meeting in the near future. Agreement to meet after strategic planning begins and as part of that process. Lynn Y will get more feedback from Steve Patty about timing of in-person meeting as part of strategic planning process/timeline.
- Discussion scheduling of annual meeting, possibly in conjunction with Tilth 40th Anniversary (aka "T40") conference. Reminder that the annual meeting date is tied to other key dates for annual board nominations and elections process.

Confirm next meeting date, June 17, 2014 at 5pm. David will be traveling for work and may not be able to join.

Meeting adjourned at 7:20 PM