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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, October 21st, 2014

5:00-7:00 PM

Board Members Attending:

Lynn Youngbar
Meta Loftsgaarden
Susan Schechter
Ryan Wist
David Granatstein

Staff Attending:

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

Members/Public Attending:

Lynn Coody
Gay Timmons

Introductions and agenda review

Agenda adjustments: Board and executive staff spent prior weekend together for strategic planning retreat. Able to address a couple items on tonight's meeting during that time, so they will be removed from tonight's agenda. Those items include Strategic Plan update and Board plan for 2015.

Announcement: John Haapala has submitted his resignation from the board after two years of service. One year remaining in this board position term. John's resignation letter expressed confidence in and appreciation for fellow Board members and Executive staff.

Annual Meeting planning: David will lead annual meeting on November 9th. Meta will facilitate group exercise at annual meeting to get feedback from members on strategic planning work.

Public comment

None.

Consent agenda

- **Minutes of 9/16/13 meeting**
- **EL 5 Emergency CEO Succession**
 - Meta moved to approve above items on consent agenda. David seconded. **Four in favor, one abstention. Motion passes (4-0-1).**

G-6 Code of Conduct removed from consent agenda.

ACTION ITEM: Lynn Y and Susan will work on finalizing G-6 policy draft for next mtg.

ED Report

Discussion of Mexico office proposal

Thanks expressed for the office proposal that staff prepared. Group effort reflecting research and consultation with attorneys in Mexico and USA, as well as tax professionals in both countries. Tilth is working to receive accreditation in Mexico. Best option recommended to satisfy accreditation requirements is to establish a branch office in Mexico. This does not create a wholly new, separate entity.

- What if we did not do branch office? What are we proposing for business in MX?
 - With new Mexico federal regulation of organics (similar to USDA NOP), we need to gain accreditation in order to continue offering certification services in Mexico. Branch office was most viable option.
- David moved to establish an Oregon Tilth branch office in Mexico. Susan seconded. **All in favor. Motion passes (5-0-0)**

EL 4- Financial Conditions and Activities Q3 2014

- Due to timing of board meeting and closing out prior month's financial statements, this report was not completed early enough for inclusion on consent agenda. Format and content should be familiar to board members because this is the 3rd such report this year. Financial position remains solid.
- Board members have reviewed the monitoring report. No surprises or areas of concern noted.
- Ryan moved to accept the EL4 Financial Conditions and Activities Q3 2014 report. Susan seconded. **All in favor. Motion passes (5-0-0)**

Membership Advisory Committee (MAC) update

Finalization of Charter

- MAC reviewed latest draft and proposed one change to Section 1-F: "The MAC may create operational procedures for its internal management and submit them to the Board."
- Appreciation for thoughtfulness and perseverance for everyone who contributed to finalizing MAC Charter
- Meta moved for final approval of charter with one change proposed by MAC. David seconded. **All in favor. Motion passes (5-0-0)**
- Where will this be housed? Board Dropbox folder has different folders for board committees, including the MAC. Final version will be saved there and shared with MAC.

MAC member recruitment

- Charter notes up to 12 voting members; currently there are 7. Reach out to Harry M for possible interest; he served on MAC while on the board and has stayed engaged.. Recruit at T-40. Outline MAC service opportunity in next member e-newsletter.
- Gay is also going to draft MAC member responsibilities- building off charter to create common language to use about MAC.
 - Q- What to do when people want to be a part of the MAC?
 - A- Cover letter of interest and send to board@tilth.org

Recommendations re cannabis certification

- The board is developing key questions on this issue & will ask MAC members to address those question. As currently presented, there' s no supporting information, context and rationale to provide an informed response. Board will come up with final list of questions and share with MAC.

Other topics

- Kathy Ging proposed having an open comment during MAC mtgs. 20-30 minutes will be available for this. Possibly organize open comment around specific topic areas for

different MAC meetings and announce to members, as part of other organization announcements.

- Noted at MAC meeting to follow charter whenever providing a recommendation to board; provide additional background information and rationale related recommendation. Better interaction as a result of the charter.

Details of annual meeting

Will occur on Sunday, November 9th 8:30-10am, in Vancouver, WA in conjunction with the T40 (Tilth 40th Anniversary) conference. Announcement was included in board elections ballot; email blasts and In Good Tilth magazine included announcements as well.

Adjourn meeting