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BOARD NUMBER, STRUCTURE AND REPRESENTATION

Board size, term limits, representation, vetting

Unique Remote Rural Challenges:

- Recruiting a culturally diverse board (race, ethnicity) is hard in rural areas, although this is an issue that larger counties also struggle with. Funders want to know about how the diversity of the Board reflects the community. Recruiting for a diverse board with leadership potential is challenging. Other Boards in the community are also trying to recruit from the same demographic groups. In California, there is a need for Latino board members.
- Recruitment should be seen as an ongoing and not just an annual process. It is important to cultivate prospective Board members through continuous recruitment activities.
- Enforcing term limits is challenging, but essential. Often community members want to continue to stay on boards. This can lead to a sense of complacency and lack of adequate oversight of the executive director and overall management of the organization when the focus should be on furthering the mission of the organization.
- Board members need to be comfortable with and effective in local fundraising. This may be more difficult for newer Board Members with less experience. There are limited folks with funds to donate.
- Other types of Board diversity (such as clients, youth, economic) gets challenging. There needs to be good mentoring and awareness that confidentiality issues may arise.

Suggested Standards and Best Practices:

- Board representation should be an odd number to maximize quorum. Board size should be addressed in By-Laws.
- Representation should be reflective of community (cultural, geography, socio-economic), but can change to reflect different needs at different times. Sometimes a mission-based board is important, at other times, a task-based board with community influence is important. This is especially critical during times of capital campaigns.
- Recruit strategic professional partners to be Board Members (e.g. nurse, nutritionist, lawyer) for a limited time linked to strategic plan objectives. This is easier in theory than in practice.
- One food bank (Napa) does this through “salons” held several times per year that provide refreshments and presentations by program directors that help create a better understanding of how the food bank operates and what they are looking for in board members. In Humboldt two of the board members created a “Blue Ribbon Nominating Committee” to solicit names from an invited group of community leaders.
- Build a Board Member template - list ethnicity, gender, where they live, what skills they bring; this helps to ID deficits when it is time to recruit.
- As of January 1, 2015, non-voting *ex officio* board members are prohibited. A revision of the Nonprofit Corporations Code took effect on January 1, 2015 and clarified the term *ex officio* and the principles of voting nonprofit board members.

- Start with interested community members on committees, this builds a potential educated pool for Board Members and gives Board Members opportunity to guide and mentor.
- As Board Members end their terms, engage them as advisory committee members / Emeritus members.
- Develop capacity for future board participation. In Humboldt, the Food Bank serves as a site for student interns who plan to go into nonprofit work. They attend Board meetings to learn effective practices.

Resources and Contacts:

- Anne Holcomb, Executive Director Food For People (Humboldt) 707-445-3166 x302 aholcomb@foodforpeople.org (Blue Ribbon Nominating Committee)
- Sara Griffen, Executive Director Imperial Valley Food Bank, 760-370-0966 sara@ivfoodbank.org
- Larry Sly, Executive Director, Food Bank of Contra Costa and Solano 925-771-1300 lsly@foodbankccs.org
- Better Business Bureau Wise Giving Alliance Standards for Charity Accountability: <http://www.give.org/for-charities/How-We-Accredit-Charities/implementation-guide/>
- Nonprofit Corporations Code: http://leginfo.legislature.ca.gov/faces/billNavClient.xhtml?bill_id=201320140AB2755
- Salons: Shirley King, Director of Napa Valley Food Bank 707-253-6128 sking@can-v.org

BOARD FUNCTIONING & RESPONSIBILITIES

Orientation, Development and Training: Understanding Board Responsibilities vs. Staff Responsibilities
By-Laws, Strategic Planning, Sub-committee tasks, Conflict Resolution, Fundraising, Advocacy & Engagement

Unique Remote Rural Challenges:

- RRFB must make sure that the workload effort of acquiring and managing grant funding is balanced by the benefit. For example, for rural remotes, a summer congregate food program may not be a good fit due to transportation issues. Or SNAP applications for seniors may be too
- Lack of engagement can be an issue if members have served on the same or different boards for many years. (This is true statewide).

Suggested Standards and Best Practices:

- New Food Bank Boards should develop materials that describe the basic functions of a Board of Directors that includes information on basic board responsibilities, roles, protocols, their corporate responsibilities, practices, etc. This is important for all Boards but especially important for smaller Boards that may be called upon to take a more hands-on role with basic operations.
- Board members need to understand how Directors and Officers Liability Insurance functions; it does not cover their actions if they are not doing their due diligence and documenting their actions in board meeting notes etc.
- A Fund Development Plan is important: where will the funds come from, how will you retain funding (see Module 3, Fund Development)
- Clear job descriptions for Board Members and Executive Director. The roles and responsibilities

are different and need to be clear to all parties.

- 100% giving: All Board Members make personal monetary contributions
- Board Development Roundtables in the community to share expertise and learn new practices. (Model: Humboldt Area Foundation)
- Board Members understand that they have a legal job and a fiduciary responsibility. (See resource list for Better Business Bureau Wise Giving Alliance standards)
- There is a comprehensive and deliberative process for orientation; new members are paired with seasoned members for ongoing mentoring.
- Board Members comply with best practices and legal requirements regarding conflict of interest disclosures.
- Board Members are kept regularly informed on both admin and program updates, and given opportunities to engage in discussion. Staff presentations at Board meetings can be helpful in creating a deeper understanding of program operations and impact.
- Board Members have liability insurance. This is usually part of the Food Bank organization's total insurance package.
- Board Members are visible at community events and clearly identified as Food Bank Board Members.
- Board Members make thank you calls to donors over a certain threshold amount. .
- Board Members attend regular meetings. Legal minimum is low, but experienced Food Banks suggest a minimum of 7-10.
- Board Members engage with political advocacy: if far from Sacramento, work with local representatives in their local offices.

Resources and Contacts:

- Non-profit resource centers have training, but person to person mentoring is more useful and helpful for new Food Bank Board Members. Utilize experienced Food Banks and Boards.
 - [Anne Holcomb](#), Executive Director Food For People (Humboldt) 707-445-3166 x302
aholcomb@foodforpeople.org
 - [Sara Griffen](#), Executive Director Imperial Valley Food Bank, 760-370-0966
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<http://www.give.org/for-charities/How-We-Accredit-Charities/implementation-guide/>
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http://leginfo.legislature.ca.gov/faces/billNavClient.xhtml?bill_id=201320140AB2755

ALTERNATIVE STRUCTURES: ADVISORY COUNCILS

Advisory Councils can contribute to Food Bank oversight, fundraising and advocacy, especially for Food Banks under umbrella Public Agencies where Boards have a much broader area of interest.

Unique Remote Rural Challenges:

- For Food Banks with Public Agency Boards (such as Community Action Agencies) or those with Boards representing organizations with many programs, it is difficult to get Board Member time devoted solely to Food Bank business. Some public agencies or umbrella organizations have Advisory Councils for each program or department.
- Public agencies are not allowed to lobby, and advisory councils may be critical to get the word out on important advocacy issues. They are different than a task force or ad-hoc committee for specific purpose. Advisory councils can serve many of Board roles when Board has a broader mission.

Suggested Standards and Best Practices:

- A Food Bank can develop an Advisory Council to do critical board work such as reviewing allocation formulas, advocacy and fundraising.
- Members can be recruited with a clear understanding of expectations. Match objectives and need to recruit key community people. The work expected should be clearly articulated and presented to potential candidates.

Resources and Contacts:

Lee Kimball, Director ATCAA Food Bank (209) 984-3960 ext 102 (Tuolumne)

Advocacy Issues for RRFB Board Development

No advocacy issues have been identified to date.