

**MANNA FoodBank
Board of Directors Meeting**

Date: February 17, 2021	Begin Time: 5:00	End Time: 7:00	Total Time: 2 hr
Members Present: Kathy Arriola, Marcia Bromberg, Judy Butler, Keith Collins, Mary Davis, Melody Dunlop, Frank Dunn, Ron Edgerton, John Forsyth, Bud Hughes, Jim Mathews, Kip Marshall, Steve Metcalf, Jerry Prickett, LaVoy Spooner, Calvin Tomkins, Ed Zaidberg			
Location: Online			
Staff Members Present: Nancy Flippin, Jill Hansen, Mary Nesbitt, Hannah Randall			
Members Absent: David Jenkins, Kenyon Lake			
Topic/Member	Discussion/Recommendations/Conclusions	Notes	
Call to Order	Judy Butler called the meeting to order and called on Melody to read the mission and vision of MANNA FoodBank.		
Introduction of Board Members	Judy called on all present board members to introduce themselves and give a brief overview of connection to MANNA, especially new board members Marcia Bromberg, Frank Dunn, and LaVoy Spooner.		
Consent Calendar	The minutes of the December 2020 board meeting, previously distributed, had one correction. Unanimous approval of December minutes followed.	Approved	
Committee Structure and Leadership/Judy, Hannah, and Committee Chairs	<p>Committee Structure: Currently there are seven Structure and Leadership committees: four standing and three ad hoc as listed below..</p> <p><u>Standing Committees:</u></p> <p>Judy chairs the <i>Executive Committee</i> that meets monthly and oversees committee and board work.</p> <p>John Forsyth chairs the <i>Membership and Governance</i> whose responsibility is to find, vet, and recruit new board members as well as direct cyclical reviews and self assessment which are presented below.</p> <p>Ron Edgerton chairs the <i>Audit Committee</i> which is responsible for overseeing the audit process and reviewing the audited financial reports.</p> <p>Mary Davis chairs the <i>Finance Committee</i>, working closely with Nancy Flippin, which is responsible for the quarterly review of the financial statements, oversees the investment portfolio, reviews and presents the budget, reviews and presents the annual 990</p> <p><u>Standing Committees:</u></p> <p>Jim Mathews chairs <i>Development</i>. See below.</p>		

	See below regarding <i>Trueheart property</i> and MANNA's <i>Future Facilities</i> .	
Sourcing Report/ Jill	<p>Jill gave a summary of Foodbank Food Receipts and Distribution for 2020-2021, focusing on Quarter 2 and comparing it to the total year. She said that it has been an incredible ½ year with 14 million pounds distributed, a 43% increase over last year. 3.7 million lbs of produce were distributed, 22% increase. In our area 13.5 million lbs were distributed, a 44% increase.</p> <p>Identifying where food comes from, much of it is local and was down 30%. SAM (State Appropriated Money) was down 89%. The percentage was reduced intentionally, so that the money will be used in the second half of the fiscal year.</p>	See reports included in board packet
Finance Committee/ Mary Davis, Nancy	<p>Mary began, “This quarter has far surpassed our wildest imaginings and provides solid footing for MANNA...”</p> <p>Mary reported that the Statement of Position reflects a 7.6 month cash reserve, including increased food purchases needed. She reported that cash raised in December exceeded the budget for the last six months</p> <p>Unadjusted net for the period is \$14,757,772’ this does not take into account the \$2,203,659 in donor restricted net assets that were rolled forward to this fiscal year.</p> <p>Mary pointed out that donations of late have been very generous. Mary also pointed out the issue of the appraised value of the property donated by the Truehearts versus the expected proceeds of the sale of the property. Nancy will be checking with the auditors to see if there is another way to present this on our financials so that we don’t show such a large loss at the point of sale.</p> <p>The Finance Committee is working to find the best way to invest the \$9 million donation from Mackenzie Scott that would preserve the corpus with low risk. These funds have been designated by the Board to be used for the Future Facility.</p> <p>She went on to say that the committee is recommending an amendment to the budget to allow for an additional amount up to \$1.3 million for food purchasing. It is not clear if the entire amount will be needed depending on whether or not other food sources increase. The motion seconded by Kip Marshall and was passed unanimously.</p>	<p>See Finance Report included in board packet</p> <p>Budget amendment approved</p>

	<p>Last item is that the finance committee will be meeting at the end of Feb to review the 990. After the review it will be sent out to the entire Board for approval.</p>	
<p>Development Committee/ Jim</p>	<p>Jim began by pointing out the \$5.5million donated over the 6 month period of July - Dec. The funding was across all categories and beyond any expectation. Going forward, however, is an unknown. How much of the \$5.5 was strictly related to COVID 19? Was it just a reaction to the pandemic?</p> <p>Going forward we could be expecting a 40% increase in food demand long term. What has become clear is that a new facility cannot wait two years. Jim named it a “tactical emergency”, serving a bigger number of people in need.</p> <p>Cash needs may be 10 million in the next few years to meet operational needs including the operation of a larger facility.</p> <p>He praised the Development Team for what they have accomplished in retaining donors and building a bigger base but indicated that must be enlarged to meet growing needs.</p> <p>Jim went on to share some donor stats for the first seven months of the fiscal year--the number of donors almost doubled, from 7 ½ thousand donors to 14 thousand, with new donors numbering 4 ½ thousand. The donor retention rate is 74% which is significantly above national trends.</p> <p>Jim appealed to the Board to help spread the message of the ongoing needs.</p>	
<p>Trueheart Property Update/ Hannah, Judy</p>	<p>Hannah began by reporting that minor repairs on the property are underway with electric power improvement completed and windows next on the list. She added that currently Beverly Hanks has a private listing at \$1.7million. Once repairs are completed the property will be listed on MLS.</p> <p>An ad hoc committee was formed at the end of last year including Steve, Kip, Melody, Jim, and Judy to oversee the process.</p> <p>There is hope for multiple offers with the final sale to be determined by the full board.</p> <p>Hannah indicated that for a property of this price point, the norm is about 300 days on the market.</p>	

<p>Future Facilities / Hannah</p>	<p>Hannah reported that members of the committee had a virtual visit with the Charlotte food bank, now about 2 years old. She pointed out that they are now looking to expand.</p> <p>The group also plans to visit Atlanta’s food bank which was completed in March of 2020; a bonus is that they utilize the same inventory system that MANNA is transitioning to</p> <p>The committee will be looking at two parcels with Austin Tyler (Dewey Property Advisors) who has been hired by MANNA as property advisor. His fee will come from the seller. Kip asked for clarification on the fee rate; general rate is 10% for commercial property. Kip moved to approve the agreement; Jim Mathews seconded. Motion was unanimously approved</p> <p>There are two properties under current consideration, one on Bingham Rd. in Emma and one on Swannanoa River Rd.</p> <p>Jill and Hannah are looking at other possibilities as well. MANNAH is now 52,000 sq ft with another lease of 22,000 sq. ft. The new building would be 100,000 sq ft.</p> <p>Ed asked about acreage. Hannah said the tract would be a minimum of 8 acres.</p> <p>Marcia asked if the new building could be expanded. Yes.</p>	<p>Board approved the signing of the agreement with Dewey Property Advisors</p>
<p>Presidents Report</p> <p>CEO’s Report/ Hannah</p>	<p>There are several documents in the Board Packet that need to be completed and returned:</p> <ul style="list-style-type: none"> • Board Commitment • Conflict of Interest Statement <p>A third document is a Board Activity Sheet; any time spent on MANNA activities should be recorded on the sheet; the time frame is the fiscal year (July – Jun) and will be turned in to MANNA’s admin offices at the end of Jun</p> <p>Documents may be signed and sent via scan/email. Both new and existing board members should sign and return both documents</p> <p>Want to be sure that all board members are signed up to receive the Impact reports, Manna Minutes, etc. March – Dec we distributed over 22 M lbs, which is a 41% increase for the same period last year; avg of 105,000 ind per month which is a 75% increase over pre-pandemic numbers.</p> <p>Inside Manna we have not had any internal spread of the virus even though we have had individual cases of COVID. We are currently hoping that we will be eligible for</p>	

	<p>vaccines on March 10. We will be including in our next communication to volunteers the updated CDC guidance regarding wearing double masks. There is much happening at the State and Federal levels regarding COVID relief packages; the Governor's package includes \$10M for Food Banks; it is not yet clear if this will be approved.</p> <p>Currently, staff is working on the Annual Work Plan which will be shared with the Board in April; this then feeds into the formation of our Budget, which will be approved by the Board in June.</p> <p>Board Activity, not required, is scheduled for March— March 5 Mobile Comm Market at Wellington Community Estates in Arden; the second is March 9 Mobile Comm Mkt at the Woodfin Community Center. Both activities will be conducted outdoors to help distribute boxes. Morgan will be sending out all the details.</p>	
Board Self Assessment/ John	<p>John gave a short summary of the content of the Board Self Assessment, a copy of which was in the packet of materials. He pointed out that it is required by FA, and pointed out "Summary of Responses", "Areas for Improvement", and "Open Ended Questions".</p> <p>More information will be forthcoming.</p>	
Handouts	<p>Feb. Bd. Agenda, Statement of Financial Position, Nonprofit Strategic Response, Role of Bd, Bd Commitment/ Bd Approved, Food Sourcing Report, Strategic Plan, Calendar, Roster: Formal, Informal, Bd Activity Tracking, Minutes (Nov). Self-Assessment Summary, Impact Report, Conflict of Interest Policy, Austin Tyler Agreement</p>	
Adjournment	6:40 P. M.	
Next Meeting	At 5 P.M. online, April 21	

Submitted February 22, 2021

Jerry Prickett, Secretary