
Board of Directors Manual

Revision May, 2016

KITCHEN



ANGELS

Kitchen Angels

Dedicated to providing free, nutritious meals to our homebound neighbors living with chronic and terminal illness.

FOUNDED APRIL 1992

1222 Siler Rd., Santa Fe, NM 87507

505-471-7780



Angel's Creed

I am here to be helpful.

I take care of myself so that I can help take care of others.

*Although the tasks I do may seem small or unimportant, I contribute light
and healing by the very fact that I show up and care.*

I remember that the only correct way to do anything is to do it with love.

I bless myself by helping others.

I am rich with the gifts of compassion, understanding, joy and hope - that I give freely.

I believe that one person can make a difference.

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Mission

Kitchen Angel's mission is to provide free, nutritious meals to our homebound neighbors facing life-challenging conditions.

Founded in 1992, Kitchen Angels serves residents of Santa Fe and other Northern New Mexico communities who are homebound, in a health crisis, lack the resources for regular meals, and are not eligible for other local meal services. Kitchen Angels believes no one in our community who is homebound because of a chronic, surgery-related, or terminal medical condition should ever go without appropriate nutrition. Making sure those in need have enough to eat is simply the right thing to do.

We formulate meals carefully to meet individual needs, serving healthy, fresh, and, when possible, local food to our clients. Hot meals are delivered five days a week and frozen meals are made available for the weekends. To serve more people, we keep our operating costs low by having only 4 paid staff persons and rely on an amazing, dedicated army of volunteers over 350 strong to cook, package, and deliver meals to our clients. In addition to meals, our volunteers provide a friendly face, a kind word, and encouragement to homebound individuals who may be isolated, alone, and without social support.

Since we first started cooking in 1992, we have provided over 1,000,000 meals to homebound individuals and we have never had a waiting list for our services. Every year our client enrollment increases and the majority of people served live below Federal Poverty Guidelines. Our wonderful volunteers and generous donors make our important work possible each and every day. Kitchen Angels is truly privileged to provide much-needed support to homebound individuals in Northern New Mexico.



History

1992: Year of Firsts

Three visionary First Angels—**Tony D’Agostino, Anna Huserik, and Leise Sargent**—establish Kitchen Angels in April. On June 1, Kitchen Angels volunteers prepare, pack, and deliver the first meals from the **Westminster Presbyterian Church** kitchen. On September 27 the first fundraiser, **The Power of Miracles**, is held with Marianne Williamson, Marsha Mason, and Joyce Dewitt. In October, the **Frost Foundation** awards our first large grant. The first year ends with an **Angel Art and Fantasy Auction** fundraiser at Santuario de Guadalupe. Within the first six months of year one, **2,000 meals** are delivered to **80 clients**.

1995: Location Change

Kitchen Angels moves to the old National Guard Armory.

1996: Major Milestone

Kitchen Angels volunteers prepare and deliver our **50,000th meal**.

1997: Organic Food

Kitchen Angels partners with **Beneficial Farms**, a community supported agriculture project producing organic food, which allows us to provide nutrient-rich and pesticide-free meals to clients. Beneficial Farms uses our kitchen trimmings as compost for future crops.

1998: Ensuring Our Future

A Kitchen Angels **Endowment Fund** is established at the Santa Fe Community Foundation.

1999: Weekend Meals

Our **Frozen Meal Program** is initiated, providing weekend meals to those who might otherwise go without and making meals available to

those outside our daily delivery area. In the first month of this new service, **114 meals** are delivered to clients.

2000: Seasons of Santa Fe Cookbook

Kitchen Angels publishes its first cookbook, **Seasons of Santa Fe**, and delivers our **100,000th meal**. We expand our Frozen Meal Program into more rural areas of Northern New Mexico and over **4,000 meals** are distributed to clients.

2001: Another Location Change

Working to end hunger in Northern New Mexico, Kitchen Angels partners with The Food Depot and Feeding Santa Fe, Inc. We move to our new offices and kitchen in the **Coll-Green Angel Depot at 1222 Siler Road**.

2002: Our 10th Anniversary

At year 10, Kitchen Angels has provided meals to more than **1,500 clients**. We continue the expansion of our Frozen Meal Program into Taos, Los Alamos, Espanola, and Pojoaque and deliver **6,000 frozen meals**.

2003: Pinon Award

At the Santa Fe Community Foundation's **17th Annual Pinon Awards**, Kitchen Angels is the recipient of the **Dr. Brian Moynahan Award for Health and Human Services**.

2004: Health & Human Services Week

Vanessie of Santa Fe hosts the first annual **Health & Human Services Week** in Santa Fe to raise community awareness of critical health and human service needs in the community and to benchmark the community's progress in meeting those needs. Proceeds of the week are donated to 16 organizations participating in the event.

2005: Santa Fe Futures Award

Kitchen Angels delivers **40,000 meals** to more than **200 clients** and receives a **Santa Fe Futures Award** for addressing a serious community problem (hunger) that often is “under the radar.”

2006: Best of Santa Fe

The readers of the Santa Fe Reporter vote Kitchen Angels **Best of Santa Fe for Making the World A Better Place**. We begin work on the **Declaration of Food Rights**.

2007: 15 Years of Service

A special fundraising gala with Broadway Legend **Bernadette Peters** was held at The Santa Fe Opera Theater with The Santa Fe Symphony accompanying the accomplished star.

2008: Best of Santa Fe Again

The readers of the Santa Fe Reporter vote Kitchen Angels **Best of Santa Fe Best Local Nonprofit Because People Need People**.

2009: Adventures a la Carte

Kitchen Angels launches a new fundraising event, **Adventures a la Carte**, a smorgasbord of one-of-a-kind adventures featuring secrets, sights, and surprises from Northern New Mexico.

2010: Smithsonian Museum

A Kitchen Angels Lavender Fair apron is included in the **Smithsonian Museum** of American History’s Division of Medicine & Science collections related to the history of HIV/AIDS, sexuality, people with disabilities, and grass-roots community activism. The readers of the Santa Fe Reporter again vote Kitchen Angels **Best of Santa Fe nonprofit**.

2011: Champions for Cancer Patients Award, Local Organic Meals on a Budget, and Northern New Mexico Service Providers Alliance

Kitchen Angels receives the **Champions for Cancer Patients Award** from The American Cancer Society Cancer Action Network. We help establish **Local Organic Meals on a Budget** cooking classes, a collaborative community project to educate and inspire cooking healthy meals with local, seasonal foods. Joining forces with 8 local nonprofits, Kitchen Angels becomes part of the **Northern New Mexico Service Providers Alliance** that aims to provide coordinated services to adults, youth, and children in crises and effect systemic change.

2012: Celebrating 2 Decades of Service

Kitchen Angels celebrated 20 years of service and served over **725,000 meals** since it's founding in 1992. The Santa Fe Reporter readers again vote Kitchen Angels the **Best of Santa Fe nonprofit**.

2013: Kitchen Angels Day in the New Mexico Legislature and Blue Ribbon

On February 1, 2013, the state legislature declares **Kitchen Angels Day** in honor of its 20 years of service to the community. Kitchen Angels wins the **Blue Ribbon** for best dessert in the first Annual **Hungry Mouth Festival** with its Island Spice Cake with Lemon Butter Cream & Candied Ginger.

2014: Angel Monologues and a Food Plan for Santa Fe

Tonya Taylor's Storyhealers Monologue Series includes **Angel Monologues**.

The Santa Fe City Council and the County Board of Commissioners adopts the Santa Fe Food Council's food plan, **Planning for Santa Fe's Food Future: Querencia, a Story of Food, Farming, and Friends**.

2015: Our 1 Millionth Meal!

We delivered our one millionth meal on October 8, 2015! Volunteer Laura Holt delivered the meal to a client she's been bringing food to for 20 years. Volunteer Jocelyn Orner prepared the millionth meal for delivery in our kitchen. What a milestone! Here's to one million more!

2016: Capital Campaign Completion and Renovations to the Angel Depot Begin

Completion of our "Spreading Our Wings" Capital Campaign. Building and kitchen renovations begin. Building a greater site for our angel miracles to happen.



Bylaws Of Kitchen Angels, Inc.

ARTICLE 1: PRINCIPAL OFFICE

The principal office of Kitchen Angels, Inc. shall be at 1222 Siler Road, Santa Fe, New Mexico 87507.

ARTICLE 2: MEMBERS

The Corporation shall have no members.

ARTICLE 3: BOARD OF DIRECTORS

Section 1: Powers

The activities and affairs of the Corporation shall be managed and all Corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- a. Elect & remove all officers, agents, employees and volunteers of the Corporation.
- b. Prescribe any power and duties for all officers, agents employees and volunteers that are consistent with applicable law, with the Articles of Incorporation, and with these By-Laws.
- c. Fix compensation of officers, agents, and employees.
- d. Cause the Corporation to be qualified to do business in any other state, territory or country.
- e. Conduct business within or without the State of New Mexico
- f. Designate the place of any meeting.
- g. Enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.
- h. Contract any loan on behalf of the Corporation, except that no loan or other indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board. No loan shall be made to any Director or officer of the Corporation.

Section 2: Qualifications, Elections, Tenure

The Board of Directors shall be composed of no less than 3 and no more than 15 directors who need not be resident of the State of New Mexico. The Directors shall be elected for a term of three (3) years) and shall hold office from the start date of that term. Directors may succeed themselves in office for two (2) terms, for a total of three terms, then must sit out a year before being reelected to the Board. A vacancy in the Board shall be filled by action of the Board and the new Board member shall be elected to a three (3) year term.

Section 3: Annual Meeting

The annual meeting of the Board shall be held within the first quarter of the fiscal year at such time and at such a place as the Board may determine. Written notice stating the place, day and hour of the meeting shall be given personally, mailed or sent electronically (e-mailed) to each Board member at least 10 days prior to the date fixed for the annual meeting. The annual meeting of the board shall be for the purpose of electing offices and for the transaction of such other business as may come before the meeting.

Section 4: Regular Meetings

A regular meeting of the Board shall be held a minimum of 10 times per year. Written notice stating the place, day and hour of every regular meeting shall be given to each member of the Board either personally, by mail or e-mail at least three (3) days before the date fixed for the meeting. The full Executive Committee may call meetings in time of emergency without five (5) day notice. Emergency shall be determined by the full Executive Committee. The notice of a regular meeting need not specify the business to be transacted at any such regular meeting of the Board.

Section 5: Special Meetings

A special meeting of the Board may be called at any time by the President or by any three (3) members of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice stating the place, day and hour of every special meeting shall be given to each member of the Board either orally, by mailing or e-mailing such notice at least five (5) days before the date fixed for the meeting. The notice of such special meeting shall specify the business to be transacted at and the purpose of any special meeting of the Board.

Section 6: Quorum, Voting, Absentee Voting

A quorum at all meetings of the Board shall consist of the lesser of three (3) directors or a majority of the directors holding office. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Directors are considered to be “present” at any meeting in which they participate in person, by telephone or by proxy. A director may vote by proxy which need not be in writing but which shall be valid only for the meeting for which it is given.

Section 7: Resignation and Removal

A Board member may resign at any time. Such resignation should be in writing. The Board may remove from office a director who has been found by the Board to be unfit or unqualified to hold office, but such removal must be by affirmative vote of two thirds of the Board present at a meeting where there is a quorum.

Section 8: Action Without a Meeting

Any action which may be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the directors. Such consent may be signed in counterparts, and by electronic signature.

Section 9: Compensation

No member of the Board shall receive any compensation for serving on the Board, provided that the Corporation may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board.

ARTICLE 4: OFFICERS

Section 1: Number

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. Any individual may hold more than one office, except that of the President and Secretary.

Section 2: Powers and Duties

1. President: The President shall be the Chairman and a member of the Board and shall preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the general supervision and control of the Board, exercise general supervision, direction and control over the business and affairs of the Corporation. With the approval of the Board, the President may sign any document necessary for the operation of the Corporation. The President shall also perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.
2. Vice President: In the absence or disability of the President, unless the Board designates another person, the Vice President shall perform all the duties of the President. Each Vice President shall have other powers and perform such other duties as may from time to time be assigned to such person by the President or by the Board.
3. Secretary: The Secretary shall keep accurate minutes of the proceedings of the Board and of any committees of the Board, provided, however, that the Secretary may delegate the taking of minutes at committee meeting to another person. The Secretary shall also ensure that all notices are duly filed in accordance with the provision of these Bylaws, shall be the custodian of the records of the Corporation, and shall perform such additional duties as are incident to such office and as may be assigned by the Board or the President.
4. Treasurer: The Treasurer shall be the principal financial officer of the Corporation, shall have charge and custody of and be responsible for all funds of the Corporation, shall deposit such funds in the name of the corporation in such depositories as shall be designated by the Board, shall keep accurate books of account for the Corporation and shall submit monthly reports to the Board as to the financial condition of the Corporation, and shall perform such other duties as the Board of the President shall designate from time to time. The Treasurer shall make an annual financial report to the Corporation at the annual meeting of the Board.

Section 3: Selection and Terms of Office

All officers of the Corporation shall be elected by the Board at its annual meeting and shall hold office for one year and until their successors shall have been elected.

Section 4: Compensation

No compensation shall be paid to officers of the Corporation for serving in such capacity. The Corporation shall reimburse any officer for all reasonable expenses incurred in connection with services rendered to or for the Corporation.

Section 5: Removal

Any officer may be removed by the Board whenever in its judgment such removal will serve the best interests of the Corporation.

Section 6: Vacancies

A vacancy in any office for whatever reason may be filled by the Board for the unexpired portion of the term.

ARTICLE 5: COMMITTEES

Section 1: Regular

The Board may designate from its members by resolution adopted by a majority of the entire board, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority to amend, restate, alter or repeal the Articles of Incorporation, to elect, appoint or remove any member of any such committee or any officer or director of the Corporation, to do any financial transaction except under the terms of a resolution of the Board, or to take any other action in contravention to the Articles of Incorporation of these Bylaws. All committees shall keep regular minutes of their respective transactions and shall report their actions to the Board at the meeting of the Board following such actions. The chairman of each committee shall be designated at the time of appointment of such committee.

ARTICLE 6: MISCELLANEOUS

Section 1: Checks, Drafts and Notes

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness shall be issued in the name of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 2: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other custodians as the Board may select.

Section 3: Investment Manager

The Board shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

Section 4: Fiscal Year

The fiscal year of the Corporation shall be determined by the Board.

Section 5: Inspection of Corporate Records

Every director shall have the absolute right at any reasonable time to inspect and copy any books, records or documents of the Corporation.

Section 6: Indemnification

To the extent permitted by the New Mexico Nonprofit Corporation law, the Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, volunteer or other agent of the Corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding. Subject to the same limitation, the corporation may advance expenses in connection therewith.

The corporation may purchase and maintain insurance on behalf of any director, officer, employee, agent or volunteer of the Corporation against any liability asserted against or incurred by such person in his capacity or arising out of his status as such whether or not the Corporation could indemnify such person

against such liabilities under the provisions of this section of Article 6.

ARTICLE 7: AMENDMENTS

These Bylaws may be amended and new Bylaws may be adopted by the Board by a vote of two thirds of the directors present at any meeting of the Board at which a quorum is present, provided that notice of the proposed amendment shall have been delivered to the directors in advance with notice of the meeting at which the proposed amendment will be presented to the Board. The Board shall not have the power to amend these Bylaws in any way which affects the nonprofit status of the Corporation.

ARTICLE 8: ENDOWMENT FUND

The Corporation shall establish an endowment fund ("Endowment Fund") for the purposes of supporting the financial stability and viability of the Corporation. Funds may be placed into the Endowment Fund by designation of the donor or by designation of the Board of Directors. Funds placed into the Endowment Fund shall be governed by NMSA Section 46-9-1 et.seq.

A. Use of Income from Endowment Fund. Except as restricted by an individual Donor Agreement, interest, dividends, and other income from the Endowment Fund may be used for ordinary business purposes of Kitchen Angels and special projects of Kitchen Angels. Funding for a special project must be authorized by a vote of 2/3 of a quorum of the members of the Board of Directors.

B. Use of Appreciation on Endowment Fund. In any one year, the Board of Directors may, by a two-thirds vote of the Board of Directors in its entirety, spend the difference between the current value of the endowment fund and the historic dollar value of the fund. No such expenditure shall exceed 7% of the fair market value of the endowment fund at the time, calculated on the basis of market values determined at least quarterly and averaged over a period of three or more years unless the directors are first apprised of the specific provisions of NMSA Section 46-9-2 C, as those provisions may be amended from time to time.

C. Use of Historic Dollar Value of Endowment Fund. With the written consent of each donor, including consent shown by the original individual written Donor Agreement, or with the approval of an appropriate court as provided by law, the historic dollar value of the Endowment Fund may be invaded under an emergency situation as authorized by a 2/3 vote of the Board of Directors in its entirety.

The Executive Director may call a special or emergency meeting of the full Board of Directors to discuss any issue related to the Endowment Fund, as needed. Any director may attend the meeting by telephone conference which allows each director to speak to and hear all other directors.

Kitchen Angels Staff
505-471-7780

Tony McCarty, *Executive Director*
tmccarty@kitchenangels.org

Teresa Norton, *Director of Food Services*
tnorton@kitchenangels.org

Lauren LaVail, *Community Liaison*
llavail@kitchenangels.org

Jeanette Iskat, *Client Services Manager*
jiskat@kitchenangels.org

Board of Directors

Officers:

Stephanie Gonzales - *President*
James Brack - *1st Vice-President*
Elva Busch - *2nd Vice-President*
Ginny Selvin - *Treasurer*
Haila Harvey - *Secretary*

Ben Alaimo-Monson
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Morgan Stanley Financial Advisor

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Term: 1/9 - 1/18
Economic Forecaster, PRC, Retired

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505-982-4435
505-660-4855
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Term: 1/13 - 1/19
Retired Certified Registered Nurse Anesthetist

Linda Dressman
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505-982-8980
505-501-5286
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Term: 11/13 - 11/16
Owner, Dressman's on the Plaza

Stephanie V. Gonzales
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505-670-2559
505-474-0212
glonzales.stephanie82@yahoo.com
Term: 7/7 - 7/16
Retired from NM State Government

Mary Dale Gordon
808 Paseo de la Cuma
Santa Fe, NM 87501
505-982-9667
505-660-3981
marydalesf@earthlink.net
Term: 6/10 - 6/16
Retired, Tumbling River Ranch

Haila Harvey
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505-988-2033
505-795-1204
hailasf@yahoo.com
Term: 1/9 - 1/18
Owner, H. Ltd. Partnership

Oscar J. Niswonger
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505-986-8500

505-577-2212
ojwong2@msn.com
Term: 4/10 - 4/19
Owner, Joseph Art Video

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Term: 5/16 - 5/19
Consultant

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Term: 11/14 - 11/17
Public Health Consultant

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Term: 8/15 - 8/18
Accountant

Karen Wolfe-Mattison
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505-577-2245
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Term: 5/16 - 5/19
Realtor, Sotheby's International Real Estate

Advisory Council

THE ADVISORY COUNCIL is comprised of a variety of well-known members of the community who are important to Kitchen Angels.

DUTIES

1. Ambassadors of Kitchen Angels mission and goals to the broader community
2. Share expertise on specific issues as requested
3. Allow name to be printed on Kitchen Angels stationery

REASSURANCES

1. Updates of current issues
2. Annual Report of Kitchen Angels overall well-being
3. Members are always welcome at Kitchen Angels meetings

MEMBERSHIP

Jonathan Altman

Julia Barnes

Roddey Burdine

Linda Carey

Carolyn Hummer

Jill Markstein

Carmon McCumbee

Julie Roybal Robinson

Karen Sanchez

Sarah Taylor

Bill Thornton

2016 NOMINEES

Stephanie V Gonzales

Pamela Egan

Mary Dale Gordon

Board Of Directors Expectations

This list is reviewed each year by the Board Development Committee, changed accordingly, and voted on by the full board. The Expectations are a clear indication of the success of the individual board member and the board itself.

Board Attendance

Regular attendance at meetings of the board of directors is a basic element of prudent performance as a director.

Committee Assignments

The strength of any board rests more in the positive work of the committees than in the board meetings themselves. The Expectation is to serve on 2 committees and to sign onto these committees *after* your first meeting.

- *Current members are expected to review and confirm assignments at the annual meeting;*
- *New members are expected to choose committees at the February meeting.*

Committee Attendance

The Expectation is to attend 70% of the committee meetings on which you work.

Participation in Giving

All board members, 100%, are expected to give to the Annual Giving Campaign. The Expectation is for all board members to contribute an annual gift at a personally significant and meaningful level.

- *2015 appeals include “No Show Ball” and “Holiday Appeal.”*

Endowment Fund

All board members, 100%, are expected to give a *onetime gift* to the Endowment Fund. The Expectation is for all board members to contribute financially to the Endowment.

- *Board members may choose a “Legacy Angels” bequest as their gift to the Endowment Fund.*

Working on Campaigns

All board members, 100%, are expected to work in the Annual Giving Campaign and the Endowment Campaign. The Expectation is for each board member to identify, cultivate, solicit and thank donors.

- *Board Members are expected to work for and contribute to any Capital Campaign approved by the Board of Directors.*

Advocacy

All board members are expected to become familiar with our mission, programs and goals. The Expectation is for each board member to bring 3 new volunteers/ financial supporters into the organization each year.

Special Events

All board members are expected to participate in our special events. The Expectation is for each board member to participate financially in one or more events through underwriting, selling, purchasing, or sponsoring.

- *Events generally include “Adventures a la Carte” and “Angels Night Out.”*

Area of Interest/Skill

Kitchen Angels Board of Directors is a working board. The Expectation is for each member to share his/her special interests and particular skills to further our mission.

Updated January 17, 2015

CODE OF CONDUCT POLICY FOR BOARD MEMBERS

Kitchen Angels has adopted the following Code of Conduct that all Board members agree to adhere to by signing below.

1. Conflict of Interest

It is the policy of Kitchen Angels that all members of the Board of Directors avoid any conflict, or appearance of conflict, between their personal interests and the interests of Kitchen Angels in dealing with any organizations or individual having, or seeking to have, any relationship which results or may result in a conflict of interest with Kitchen Angels. This includes the following:

- All board members shall disclose any possible conflict of interest at the earliest practical time. Such disclosure shall be a matter of record.
- No Board Member shall vote on any matter under consideration at a Board meeting, in which such member has a possible conflict of interest, but such member may be counted in determining the quorum at such meeting. Such member should be prepared to excuse himself or herself from the room while the matter is discussed and voted on. The minutes of such meeting shall reflect that a disclosure was made and that the member having a possible conflict abstained from voting. The foregoing requirements shall not be construed as preventing the member from briefly stating his or her position in the matter, nor from answering the questions of other members since his or her knowledge may be of assistance.
- A board member shall be considered to have a possible conflict of interest if:
 - (a) such member has an existing or potential financial or other interest which impairs or might appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to Kitchen Angels, or
 - (b) such member is aware that a member of his or her immediate family or any organization, in which such member (or member of his or her immediate family) is an officer, director, employee, partner, trustee or controlling stockholder, has such existing or potential financial or other interest. A board member shall not receive any compensation, monetary or otherwise, for referrals.
- All candidates for membership on the board should be advised of this policy

prior to assuming their responsibilities as members.

- The Executive Director will be responsible for seeing that board members sign the Code of Conduct Statement.

2. Prohibition Against Sexual Harassment

Kitchen Angels strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board.

3. Confidentiality

Board members are reminded that financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed. Board members should not disclose such confidential information.

4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and in a professional manner. This includes:

- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board no matter the Board member's personal position.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner.
- Showing respect and courteous conduct in all board and committee meetings.
- Refraining from intruding on administrative issues that are the responsibility of management.

- Observing established lines of communication and directing requests for information or assistance to the Executive Director and/or President.
- Adhere to the Kitchen Angels "Expectations of Board Members" provisions.

I, _____, recognize the important responsibility I am undertaking in serving as a member of the Board of Directors of Kitchen Angels and pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member.

Signature

Date

Adopted 16 June 2015

CONFLICT OF INTEREST DISCLOSURE STATEMENT

I have read the Kitchen Angels Code of Conduct Policy for Board Members.

I am hereby disclosing a possible conflict of interest in a matter concerning Kitchen Angels, as stated below.

Signature

Date

WHAT SHOULD I KNOW BEFORE JOINING THE BOARD?

Questions Prospective Board Members Should Ask

Serving as a board member is one of the most challenging and rewarding of volunteer assignments. While appointment or election to a board is an honor, board members have important legal and fiduciary responsibilities that require a commitment of time, skill, and financial resources. Prospective board members do themselves a service, and show that they are serious about the commitments they make, by asking some basic questions before joining an organization's board. You can find the answers from the board member who issues the invitation to join; the Executive Director of the organization; the Board President; other board members, current and former; or written materials. Long-time board members might also benefit from an organization review that answers these questions.

Ask questions about the organization's programs.

- What is the organization's mission?
- How do its current programs relate to the mission?
- Can I visit the organization to observe a program firsthand?
- Does the organization have a strategic plan that is reviewed and evaluated on a regular basis?

Ask questions about the organization's financial status.

- Is the financial condition of the organization sound?
- Does the board discuss and approve the annual budget?
- How often do board members receive financial reports?
- Do you understand the fiduciary responsibilities of being a board member?

Ask questions about the organization's clients or constituencies.

- Whom does the organization serve?
- Are the organization's clients or constituencies satisfied with the organization?

Ask questions about the obligations of the board.

How is the board structured?

Are there descriptions of the responsibilities of the board as a whole and of individual board members?

Are there descriptions of board committee functions and responsibilities?

Who are the other board members?

Checks and balances exist to prevent conflicts of interest between board members and the organization. Members are asked to sign a conflict of interest policy.

Does the organization have directors and officers (D & O) liability coverage?

Ask questions about individual board members' responsibilities.

What are the ways that you think I can contribute as a board member?

How much of my time will be required for meetings and special events?

How are committee assignments made?

What orientation will I receive to the organization and to the responsibilities of board service?

Does the organization provide opportunities for board development and education?

What is the board's role in fund-raising?

Will I be expected to make a specific annual financial contribution?

What role will I play in soliciting donors?

Ask questions about the board's relationship to the staff.

Is the board satisfied with the performance of the staff?

How do board members and staff typically work with each other?

Evaluate your interest in serving on the board.

Once you are satisfied with the information you have received, it is time to evaluate your own interest in serving on the board. Ask yourself the following questions:

Am I committed to the mission of the organization?

Can I contribute the time necessary to be an effective board member?

Am I comfortable with the approach and tone of the organization's fund-raising efforts?

Can I contribute financial support consistent with the organization's

expectations of board members and with my own means and priorities? Can I place the organization's purposes and interests above my own professional and personal interests when making decisions as a board member?

Am I willing to hold information about the organization in confidence when needed?

Background materials.

Selected background information can provide a useful overview of the organization, the board's work, and the responsibilities of board members. Helpful material includes:

- the organization's annual report
- Bylaws of the organization
- the most recent audited financial statement
- the long-range planning materials and financial plan
- a list of current board members, titles, and affiliations
- a description of board members' responsibilities
- the organization's newsletter, brochure, or other publications newsletter and media articles about the organization

How is the board structured?

Every board has a fundamental responsibility for self-management - for creating a structure, policies, and procedures that support good governance. The term "board organization" encompasses a variety of tasks, from routine matters to actions with broader consequences such as developing policy. Here are some of the most frequent questions board members ask about board organization:

How can we ensure an effective board organization?

Have the following items in place:

- Board of Directors Expectations listing
- An annual schedule of meetings, determined a year in advance, with a minimum of ten meetings per year
- Clear and thorough information materials, including an agenda, sent to all members
- Maintenance of complete and accurate minutes of all meetings
- Meetings kept as brief as possible and well focused

Stimulate the broadest possible participation by members.
Acknowledgment of members' accomplishments and contributions in all ways.
Committee assignments made according to the background, expertise, and schedule of each member.
An appropriate staff member to work with each committee.

How large is the board?

Every board needs a sufficient range of expertise to accomplish the organization's mission. If a board is too small, its members may be overworked and unproductive. If a board is too large, every member may not participate actively or bring their expertise to the board. At present, we strive to have a board of fifteen members.

What is the length of a board member's term?

At this time members of the Board can serve three consecutive terms of three years each. A board member must then sit out a year before being reelected to the Board. A board can profit from experience of veteran board members, but should welcome the fresh perspective that new members offer. New board members are approved by the Board.

What committees does the board have?

Much of the work that a board does is accomplished through its committees. With the exception of the Executive Committee, which acts on the board's behalf, committees recommend action to the full board for discussion and action. Current committees are the following:

Executive Committee
Nominating Committee
Audit/Finance Committee
Fundraising/Events Committee
Development Committee
Strategic Planning Committee
Facilities (Angel Depot) Committee
Marketing and Public Relations Committee
Capital Campaign Committee

How should committee members be chosen?

Every board member should serve on at least two committees. Members are appointed by the chairperson. Committee size depends on the needs of the board and the organization. Committee assignments are based on the experience, skills, interests, and available time of board members. Each member must make a serious commitment to participate actively in the work of the committee. Board committees may include people who are not board members.

What is the relationship of the Executive Director to the Board?

The Executive Director is an ex officio, non-voting member of the board. The Executive Director and board members work together to fulfill the mission of the organization. The Executive Director's insights into the daily operations of the organization are essential to decision-making by the board.

Feb., 2015

FIDUCIARY DUTIES FOR OFFICERS AND DIRECTORS

Officers and directors of nonprofit corporations have certain fiduciary duties to the organization. **The two main duties are the *duty of care* and the *duty of loyalty*.**

Fiduciary *duty of care* for nonprofit corporations is described by New Mexico statute, [Section 53-8-25.1](#). It reads: "A director shall perform his duties as a director including his duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director believes to be in or not opposed to the best interests of the corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a director shall be entitled to rely on factual information, opinions, reports or statements including financial statements and other financial data in each case prepared or presented by:

- A. one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- B. counsel, public accountants or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- C. a committee of the board upon which the director does not serve, duly designated in accordance with a provision of the articles of incorporation or the bylaws as to matters within its designated authority, which committee the director reasonably believes to merit confidence, but the director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted."

Some examples of performing the *duty of care* include clearly making a reasonable and good faith effort to:

Know the Kitchen Angels mission, policies, activities and plans, making certain they serve the needs of the community they serve.

Fully participate in Board meetings, discussions and decisions.

Read, evaluate and ensure the accuracy of reports, though reliance on certain financial reports presented as stated above is acceptable. Board members can and should ask thoughtful questions aimed at understanding the facts and circumstances surrounding certain financial transactions.

Ensure that Kitchen Angels has sufficient resources, including staff, volunteers, funding, and supplies.

Officers and directors have a *duty of loyalty* to the organization as well. Loyalty refers to a prohibition of self-dealing or a conflict of interest. The board of directors' duty of loyalty mandates that a director act in a manner that is not harmful to the corporation. It also requires directors to avoid using their positions improperly to obtain personal benefits or advantages that might more properly belong to the corporation. In other words, usurping a corporate opportunity or using non-disseminated, nonpublic information to produce financial windfalls for a director would violate the *duty of loyalty*. In furtherance of the concept of "undivided" loyalty, the duty requires objective decision-making. The *duty of loyalty* is violated when conflicts of interest influence the decisions of directors.

[See Kitchen Angels Code of Conduct, adopted May, 2015.]

Some examples of performing the *duty of loyalty* include making a reasonable and good faith effort include:

Always be thinking about the priorities of Kitchen Angels and not that of yourself or another organization, thus avoiding conflicts of interest.

Communicating ideas, opinions and knowledge to forward the mission and progress of Kitchen Angels.

Always representing Kitchen Angels in the best light.

Additionally, the U.S. Internal Revenue Code requires that "no part of a charitable corporation's net earnings inure to the benefit of any private shareholder or individual." The Code allows sanctions to be imposed on any "excess benefit transactions" in which nonprofit organizations provide an "economic benefit [exceeding] the value of consideration" to "disqualified persons." A disqualified person is a person who exercises "substantial influence" over the nonprofit organization.

[See <https://www.irs.gov/Charities-%26-Non-Profits/Charitable-Organizations/Inurement-Private-Benefit-Charitable-Organizations>]

Under [Section 53-8-25](#), the directors, officers, employees and members of the corporation shall not be personally liable for the corporation's obligations. An officer or director who breach the duties imposed by Section 53-8-25.2 may in some circumstances be liable. This statute reads: "No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director unless:

- A. the director has breached or failed to perform the duties of the director's office in compliance with [Section 53-8-25.1](#) and
- B. the breach or failure to perform constitutes willful misconduct or recklessness."

[Section 53-8-26](#) makes it unlawful for a director or officer to be indemnified by the corporation if the director has breached or failed to perform the duties of his office and the breach or failure to perform constitutes willful misconduct or recklessness.

Finally, the fiduciary duties of non-profit board members include a *duty of obedience*. There is some question as to whether this duty actually exists as a separate duty, or whether it is best described as an element of the duty of loyalty and the duty of care. The duty of obedience essentially prohibits directors from deviating in any substantial way from their duty to fulfill the particular purpose for which the organization was created unless the particular deviation is permitted by law.

[Adopted Nov., 2015]

2016 PR Calendar

JANUARY	1	2	3	5	6
				Halo Headlines	Website Update
					Social Media 3X Week
FEBRUARY	1	2	3	5	6
	Angels Night Out	No Show Ball	Valentine Party for Volunteers	Halo Headlines	Website Update
					Social Media 3X Week
MARCH	1	2	3	5	6
	Angels Night Out			Halo Headlines	Website Update
					Social Media 3X Week
APRIL	1	2	3	5	6
	Angels Night Out			Halo Headlines	Website Update
					Social Media 3X Week
MAY	1	2	3	5	6
			Volunteer Recruiting	Halo Headlines	Website Update
				KA Express Print Newsletter	Social Media 3X Week
JUNE	1	2	3	5	6
	Adventures à la Carte		Volunteer Recruiting	Halo Headlines	Website Update
					Social Media 3X Week
JULY	1	2	3	5	6
	Adventures à la Carte		Volunteer Recruiting	Halo Headlines	Website Update
					Social Media 3X Week
AUGUST	1	2	3	5	6
	Adventures à la Carte			Halo Headlines	Website Update
					Social Media 3X Week
SEPTEMBER	1	2	3	5	6
	Adventures à la Carte			Halo Headlines	Website Update
					Social Media 3X Week
OCTOBER	1	2	3	5	6
	Spirit of Giving Project		Sponsor a Holiday	Halo Headlines	Website Update
			Volunteer Appreciation Party	KA Express Print Newsletter	Social Media 3X Week
NOVEMBER	1	2	3	5	6
	Spirit of Giving Project	Holiday Appeal	Sponsor a Holiday	Halo Headlines	Website Update
		Sotheby's Thanksgiving			Social Media 3X Week
DECEMBER	1	2	3	5	6
	Spirit of Giving Project		Sponsor a Holiday	Halo Headlines	Website Update
		LANB Christmas Sponsorship			Social Media 3X Week

Kitchen Angels and Social Media

Kitchen Angels engages the public through the use of social media. Having a strong social media presence helps bring greater visibility to our organization. It encourages networking, connection with our stakeholders and positive regard among partnering businesses and community members. Kitchen Angels' use of social media to market events is on the rise. We currently attend to the four social media platforms as a team, with the office staff taking turns posting. The DEA club from Capital High School is also assisting with campaigns, events and posts when requested.

Each social media platform approaches Kitchen Angels' branding in a different way.



Facebook is the largest social network and our primary social media platform. We try to create at least three posts per week. Posts can include pictures, links to pertinent articles or partner organizations, upcoming news, calls to action, and event invitations. Events and posts can reach a target audience of a chosen size when you pay to “boost” the advertising. Our Facebook page has a link to the donation page on our website.



Twitter is built on the premise of answering the question, “what are you doing?” It has evolved into a place where people can get information/updates from people and organizations they find interesting. Posts are limited to 144 typed characters and make use of hashtags. The hashtags Kitchen Angels uses are: #KitchenAngelsSF, #AngelMade, #Food4life



Instagram showcases photography. When we have a lovely, artistic picture of food, events or volunteers, this is the best place to upload it. It is primarily a mobile application. Instagram utilizes hashtags, which will group all photos using the same hashtag symbol. The hashtags Kitchen Angels uses are: #KitchenAngelsSF, #AngelMade, #Food4life



YouTube is the site that hosts Kitchen Angels videos. When subscribed to our channel, Kitchen Angels Santa Fe, one will receive a notification when a new video is posted.