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## Operating Guidelines

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### Operating Guidelines for the Partner Advisory Council

#### Article I - Name

The name of the organization shall be the Partner Advisory Council (PAC).

#### Article II - Purpose and/or Mission

2.0 The Partner Advisory Council is the representative body of The Idaho Foodbank network of partner agencies. The purpose of the PAC is to give voice to the partner agency network. The PAC also helps guide The Idaho Foodbank to set goals and develop programs that will best benefit the entire network. The PAC will strive to engage and fairly represent every agency.

2.1 Representatives of the PAC are expected to:

- Be informed about the PAC's purpose/mission, policies and projects
- Attend and participate in all PAC meetings
- Review agenda and supporting materials prior to meetings
- Serve on committees and take on other additional duties as needed
- Along with the other PAC representatives, determine and monitor the priorities of the PAC
- Assist the PAC in carrying out its responsibilities, including making recommendations for policies and/or procedures affecting the network of partner agencies
- Communicate to network partners in their region information regarding the purpose and actions of the PAC. Additionally, PAC representatives are responsible for bringing the concerns and issues of partners in their region to the PAC
- Suggest other partner agencies who can make contributions to the work of the PAC and its committees

- Keep up-to-date on network and regional issues
- Maintain confidentiality of all sensitive materials
- Maintain timely communication with other PAC representatives
- Inform the PAC about issues in the network, specifically in the region represented by the representative
- Each representative is expected to dedicate time to reviewing meeting minutes, communicating with their region and preparing for meetings.
- Agree to abide by the terms of the PAC representative Code of Conduct

### Article III - Representation

3.1 The PAC shall consist of appointed representatives from The Idaho Foodbank's partner agency network. There will be 13 appointed voting partner agency representatives, 3 non-voting Foodbank representatives, and a non-voting liaison from The Idaho Foodbank's Board of Directors. Each partner agency representative must be a senior decision maker in his or her organization and the organization must be considered in good standing. The representative will be chosen from the following constituencies:

- Eastern Idaho Service Area (3 representatives)
- North Central Idaho Service Area (2 representatives)
- Southwestern Idaho Service Area (8 representatives)

3.2 a. Each appointed partner agency representative shall serve a 2 or 3 year term, with terms beginning September 15, 2011. Representatives can serve two consecutive terms and then may be reappointed after being off the PAC for 2 years.

b. New representatives will be appointed by the PAC through the following process managed by the PAC Steering Committee: Partner agencies in a specific service area will be notified regarding the open position(s) on the PAC. Applications for the position(s) will be accepted from that service area. Applications for PAC representation will be vetted by the Steering Committee ahead of the last quarterly meeting, and a recommendation/nomination to the PAC will be made. That nomination will then be voted on by the PAC and new representatives will be appointed as a result of that vote. This would be the last meeting for outgoing representatives.

c. For fiscal year 2012 (based on The Idaho Foodbank's fiscal year), 6 representatives of the PAC will be appointed to a 2 year term and 7 representatives to a 3 year term. Representatives will decide which term they want to apply for in order to establish the

initial staggered terms.

- Eastern Idaho Service Area (3 representatives total; 2 for 3 years; 1 for 2 years)
- North Central Idaho Service Area (2 representatives total; 1 for 3 years; 1 for 2 years)
- Southwestern Idaho Service Area (8 representatives total; 4 for 3 years; 4 for 2 years)

All representatives appointed after the initial PAC start-up process will be appointed for 2 year terms.

- 3.3
- a. There may be occasion when a representative resigns from his/her position or is voted off the PAC by the other PAC representatives due to breach of the Code of Conduct agreement.
  - b. In the event that a representative resigns from his/her position, the position may or may not be retained by the agency that was being represented. It will be voted and agreed upon by the PAC.
  - c. It will be decided by the PAC representatives if an open position shall be filled or left vacant until the next year's appointments. This decision must take into account that each region must have at least one representative on the PAC at all times as listed in article 3.1.
  - d. If the PAC decides to fill the vacancy mid-year, the Chair of the Steering Committee will make an announcement to the representative's region and request an expression of interest from those interested in filling the vacancy. The PAC Steering Committee will review interested applicants and make a recommendation for nomination to the PAC. The PAC will then elect the replacement representative by a simple majority vote. The newly appointed representative's term will end when the original representative's term was scheduled to end. This representative shall have the ability to apply and seek nomination to continue in this PAC position without taking the mandatory "2-years-off" requirement. After the representative finishes 2 of his/her own complete terms, the "2-years-off" requirement will apply.

### 3.4 Attendance Requirements

- a. PAC representatives are expected to physically attend all meetings. Representatives may have one excused absence per year.
- b. A proxy will not be permitted to attend meetings in place of an appointed representative.
- c. Meetings of the PAC shall be held quarterly. A meeting schedule will be set and voted on by the PAC at the first PAC meeting.

d. The Idaho Foodbank will reimburse each PAC representative for mileage, or car rental and gas expenses, or pre-approved bus or airline costs for travel to the meeting location and hotel stay if needed, unless it does not have the financial means to do so. If this becomes cost prohibitive, notification will be given as far in advance as possible. The Idaho Foodbank will make every attempt to communicate any changes to the reimbursement plan prior to travel obligations being made.

### 3.5 The Idaho Foodbank Responsibilities

a. There shall be three standing Idaho Foodbank staff representatives serving as non-voting representatives of the PAC. These will be:

- Program Director
- Vice President of Operations
- Food Resources Manager

b. The Idaho Foodbank President and CEO shall all attend meetings to give a report on The Idaho Foodbank but will not be a standing or voting member of the PAC. Other Idaho Foodbank staff may be invited by the PAC to attend meetings when appropriate.

c. The Idaho Foodbank Board of Directors shall appoint a PAC liaison. The liaison shall:

- be present at the quarterly meetings of the PAC.
- not be a standing or voting PAC member.
- report to the Board of Directors the activities and perspectives of the PAC and share with the PAC the activities and perspectives of the Board of Directors.

d. The Idaho Foodbank shall appoint a staff member for the administrative duties of the PAC. This staff member shall:

- take minutes at the meetings of the PAC
- develop and distribute the agenda and supporting documentation for the quarterly meetings
- manage meeting logistics (location, etc.)
- administer PAC elections

## Article IV - Leadership

4.0 The leadership structure of the PAC shall consist of a Steering Committee with a Committee Chair. The Steering Committee will have three members representing the three major geographic regions serviced by The Idaho Foodbank: Eastern Idaho, North Central Idaho, and Southwestern Idaho. The Idaho Foodbank's Program Director will be a standing ex-officio member of the Steering Committee. The Steering Committee will be elected by the PAC annually during the last quarterly meeting to take on the leadership responsibilities described in 4.1. At this same time, the PAC will elect a Chair of the Steering Committee from the Steering Committee members. The Chair of the Steering Committee will facilitate the fulfillment of the leadership responsibilities and lead the PAC meetings.

4.1 The PAC Steering Committee provides leadership to the representatives in achieving the PAC's goals and guides the PAC in fulfilling its stated purpose/mission. The responsibilities of the PAC Steering Committee Chair shall be:

- Hold the position for a minimum of 1 year and a maximum of 3 years
- Chair meetings effectively, assuring adequate discussion of all issues and keeping the meeting moving forward
- Set the agenda for all the PAC meetings
- Schedule regular Steering Committee meetings
- Serve as the liaison between the PAC and Idaho Foodbank staff
- Provide oversight for PAC activities, including the development and execution of an annual work plan
- Facilitate regular communication with PAC representatives and The Idaho Foodbank's network of partner agencies regarding PAC business and activities
- Prepare and distribute PAC meeting summaries for all Idaho Foodbank network partner agencies within 21 days after meeting

4.2 If a PAC Steering Committee member is unable to attend Steering Committee meetings and fulfill their duties as a Steering Committee member, the other members of the Steering Committee will request that the Representative step down from the leadership position prior to the next scheduled meeting of the PAC. Then a new Steering Committee member from the same region will be identified, selected and approved through a vote of the PAC.

## Article V - Decision Making

5.0 A quorum must be present at any meeting to conduct any official business of the PAC. A quorum shall be two-thirds of the voting representatives; a vote may be approved by a simple majority of the representatives present. It may, from time to time, be necessary for the PAC to conduct a vote by email. Email votes must have a majority vote within an identified time frame from all PAC representatives.

5.1 Items may be added to the agenda for a PAC meeting by:

- A PAC representative requesting at a PAC meeting the opportunity to discuss an issue at a future meeting
- The PAC Steering Committee
- The PAC Steering Committee will solicit any potential agenda items 2 weeks prior to a PAC meeting

## Article VI - Committees

6.0 To assist the PAC in carrying out its purpose/mission it may from time to time be necessary to create either an ad hoc or a standing committee.

- Each committee shall have a chair and representation determined by the PAC
- The PAC may recommend for approval by the Steering Committee other network partner agencies who could serve on and can make contributions to the work of an ad hoc committee
- Each committee shall have a clear, written purpose and timeline
- Meetings shall be held regularly as determined by the committee representatives

## Article VII - Procedure for Amending Operating Guidelines

7.0 The PAC shall have the authority to make, alter, amend or repeal the Operating Guidelines of the PAC organization by a two-thirds majority vote at any regular meeting of the PAC where a quorum is present.

- The Steering Committee shall have the responsibility of reviewing suggested amendments to the Operating Guidelines prior to scheduled PAC meetings when possible.