

June 2008

Thanks For Your Interest In FeelGood!

It is an honor for us that you are considering joining our Board of Directors. FeelGood strives to provide everyone with an opportunity and a space to use their talents and resources towards the ending of world hunger and the unleashing of the human spirit. Serving on FeelGood's Board is a fulfilling way to be a part of the solution.

The purpose of this packet is to orient you with the status and needs of FeelGood's Board of Directors.

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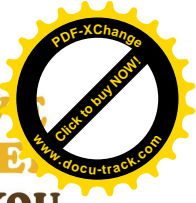
If you need more information or have any questions, please feel free to contact us and visit our website.

Thanks again for your interest and your passion for creating a more complete humanity! We look forward to speaking with you and setting up an interview after you send us your application.

Peace and FeelGood,

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QUESTIONS TO ASK YOURSELF

Here are some questions to ask yourself as you consider whether FeelGood is the best outlet for your energy, talents and resources in making a difference.

IS FEELGOOD THE RIGHT CAUSE AND ORGANIZATION FOR ME?

If you're considering joining FeelGood's board, first ask yourself whether you feel strongly about the type of work FeelGood does and the people we serve. As a board member, you will be investing not only money but time and energy and we want you to be making an informed decision you can feel proud and excited about.

CAN I WORK WITH FEELGOOD AND THIS BOARD AT THIS PARTICULAR STAGE IN ITS LIFE?

At one time in an organization's life, board service may be fairly smooth with a few bumps, while at another time board service may involve a hair-raising roller coaster ride. You may want to be on a board that really lets you roll up your sleeves and get to work with the other board members. Or, you may want a board that is stable and can let you learn about board work in a deliberate way.

Joining FeelGood at this point in our life cycle requires a desire to be apart of a team that is creating this organization from the ground. At this point, we are looking for board members who are creative, have initiative and want to roll up their sleeves and work with the team. We are looking for people full of energy, with an aspiration to apply their expertise to changing the world the *FeelGood* way.

WHAT CAN I AND WHAT WILL I CONTRIBUTE TO THIS ORGANIZATION?

What skills, contacts, and perspectives do I have that will be useful to FeelGood? How, specifically, will the board use what I can bring? Often as board members we find that some of our talents and contacts never seem to get utilized by the boards we are on. Perhaps you gave up a music career for accounting, or have writing skills that are not used at your job. Perhaps your customer network includes dozens of influential community leaders. Consider first what you bring to the table, and then, whether you are willing to give that to the organization. Look, too, for vehicles for your skills: if you can't see a specific vehicle (work on an event, help market a service, work with the Treasurer), your desire to contribute may well go unfulfilled. Ask yourself:

Do I believe in this organization enough to introduce my customers to it? Can I make a commitment to attending at least 75% of the meetings? Am I willing to spend 6-10 evenings a year with FeelGood? Am I willing to make a generous donation? Would I feel comfortable having my name on their letterhead or on their brochure?

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WHAT DO I WANT TO GET OUT OF BEING ON THIS BOARD?

This final question is one that potential candidates should ask themselves and one that active board members should periodically re-examine during their board service.

An all-too-common experience for board members at the end of their term is a feeling that they did not, after all, really get deeply involved and don't, as a result, feel that they either contributed as much or got as much as they had hoped when they first joined. Board members who plan and ask for what they want in the board will contribute more as well as gain more.

FeelGood wants to be an outlet for you to express your concern and passion to end world hunger. We want to provide you with the space to make a difference, to grow, and to become more connected with our human family, and FeelGood.

As we initiate this process of exploring the ways in which we can work together, please make sure you express to us what you want to get out of being a member of our board, so we make sure that the road we chose to take towards contributing to ending world hunger is satisfying and fulfilling to you.

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ABOUT FEELGOOD

Consider the 850 million people currently dying from hunger. Rather than be overwhelmed by the devastating toll chronic hunger has on human lives, try looking at this social injustice from a different perspective. There are not 850 million people desperately waiting for us to feed and save them, there are 850 million people with amazing potential yearning for the opportunity to contribute to humanity. In this new light, ending hunger is no longer a problem to be solved; it is an exhilarating opportunity to unleash the human spirit. Now, imagine if every time you walked into a Deli, information about ending hunger was communicated from this new perspective. 100% of your meal profits are invested in the potential of these 800M people. Your sandwich is made with local ingredients and served in biodegradable packaging. The deli is managed and operated by college students who are contributing their energy and leadership to this movement and in return are getting hands on experience with grassroots mobilization and operating a socially and environmentally conscious enterprise. The workers are knowledgeable about the complex issues and solutions to chronic hunger and are helpful in answering any questions you might have while ordering. Finally, you didn't pay for your meal; you were left in freedom to donate what you feel is appropriate and you walk away with a delicious, wholesome lunch a better understanding of hunger and deep sense of hope. If this was your daily lunch experience, we would live in a different world; generosity, civic engagement and a comprehensive understanding of humanity would become a daily part of life for the masses. FeelGood's (FG) innovative idea for lasting change is to use the powerful vehicle of a retail franchise to create a culture of generosity and a world free from hunger. Our vision is to empower our future leaders - college students - on every college campus to run **non-profit delis** where 100% of the proceeds are invested in sustainable development and where a new perspective on humanity is fostered. Through a dedicated group of FG alumni, we will strengthen our deli operations, help college students transition into socially conscious careers and continue to keep citizens engaged and equipped to create social change. With each sandwich sold we will invite a deeper discourse about humanity and inspire our customers to be changemakers.

OBJECTIVES

- Build socially responsible leaders and create a generation of changemakers.
- Inspire, inform and facilitate action to end hunger amongst this generation.
- Empower students to raise substantial resources for empowerment, gender-focused models of development.
- Change people's attitudes about the poor from objects of charity to capable contributors.
- Transform the foreign aid community by identifying, promoting and funding gender-focused, community centered, empowerment models of development.

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MISSION

- FeelGood is a movement. It is a vehicle to create change in a big way; one person, one action at a time.
- FeelGood exists to create socially responsible leaders, a culture of generosity and to spread philosophies of a more complete humanity.
- We involve the university community by offering alternative ways to get involved and contribute to a world free from hunger and suffering.

THREE YEAR IMPLEMENTATION PLAN

FG’s business model is scalable. With a turn-key, low cost model, FG Delis can be started by any student on any university. Below is our forecasted growth for the number of FG Universities, the number of socially responsible leaders created, the number of customers inspired by FG’s message to create a world free from hunger and make generosity the norm and the financial investment in smart development organizations:

	2008	2009	2010
# of universities	17	30	48
# of socially responsible leaders involved	680	1,200	1,920
# of customers inspired	89,778	160,731	298,356
\$ invested in smart development	100,000	200,000	425,000

RESULTS TO DATE

FG is in the growth stage. Since we received our 501©3 in Dec 2005, we have grown to 16 universities, inspired and mobilized 160 student leaders, raised \$100,000 for empowerment, gender-focused models of development, launched an alumni group, hosted hunger summits, created a sustainable clothing line and introduced our “FeelGood Restaurant Program” to engage public. We have proven the FG model with very little funding and contribute 100% of our success to unleashing the potential of college students. FG students are getting local press, recognition from their universities and are being invited to speak to local secondary schools. FG is a concept, a way of thinking and loving the world that college students are thirsting for. Which is why we have spread solely through word of mouth.

In the next five years we will grow FG to 90 universities. We will be raising over \$1M annually for empowerment, gender-focused models of development. We will perfect and deepen our education process for our student leaders; providing summits, webinars and site visits. We will have a 1st class tracking system for each of our customers so that we can customize our communications. Our alumni group will be thousands strong and we will use this network to create changemakers.

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COMMITTEES

FeelGood is in the process of restructuring our Board of Directors. We have identified three different phases of this restructuring process.

Phase I: Establish a Governing Committee

The governance committee is one of the most influential standing committees of the board. Sometimes referred to as the nominating committee or board development committee, the governance committee's main role is to recruit new board members and to ensure that each board member is equipped with the proper tools and motivation to carry out his or her responsibilities.

Some specific duties of a governance committee include:

- assessing the board's current composition and identifying missing qualities and characteristics
- drafting a recruitment plan and continuously cultivating new prospects
- developing job descriptions for board members
- orienting new board members and continuing to educate *all* members on their responsibilities
- ensuring that the board regularly engages in self-assessment

Phase II: Recruit Board Members to the Following Positions:

- **Board Chair**
 - Oversees board meetings
 - Works in partnership with the chief executive to make sure board resolutions are carried out
 - Calls special meetings if necessary
 - Appoints all committee chairs and with the chief executive, recommend who will serve on committees
 - Assists chief executive in preparing agenda for board meetings
 - Assists chief executive in conducting new board member orientation
 - Oversees searches for a new chief executive
 - Coordinates chief executive's annual performance evaluation
 - Works with the governance committee to recruit new board members
 - Acts as an alternate spokesperson for the organization
 - Periodically consults with board members on their roles and help them assess their performance
- **Vice Board Chair**
 - Attend all board meetings
 - Carry out special assignments as requested by the board chair
 - Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
 - Participate as a vital part of the board leadership

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- **Treasurer**
 - Attend all board meetings
 - Maintain knowledge of the organization and personal commitment to its goals and objectives
 - Understand financial accounting for nonprofit organizations
 - Serve as the chair of the finance committee
 - Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
 - Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
 - Present the annual budget to the board for approval
 - Review the annual audit and answer board members' questions about the audit
- **Secretary**
 - Attend all board meetings
 - Ensure the safety and accuracy of all board records
 - Review board minutes
 - Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair
 - Provide notice of meetings of the board and/or of a committee when such notice is required

Phase III: Establish Standing Committees:

- **Alumni Committee** – FeelGood Board liaison to FeelGood for Life
- **Public Relations Committee** – in charge of partnerships and public relation efforts.
- **Personnel Committee** – in charge of identifying and hiring personnel need for FeelGood

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BOARD RESPONSIBILITIES

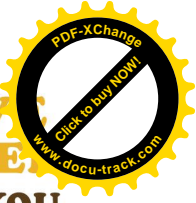
Purpose: The Board of Directors is legally charged with the responsibility to govern FeelGood, Inc. FeelGood's stakeholders are the universities we serve, the communities we educate on hunger related issues, and the organizations we fund. These stakeholders are who FeelGood reports to.

Legal responsibilities: FeelGood's legal responsibilities are derived from 3 standard legal responsibilities which ensure Board members are acting in the best interest of the organization. They are:

- **A Duty of Care;** carrying out duties with good faith, diligence, care, prudence, and skill.
- **A Duty of Loyalty;** carrying out duties with a level of confidentiality, a responsibility not to use position for personal gain, and an obligation to act in the best interest of FeelGood at all times.
- **A Duty of Obedience;** which includes establishing the mission of the organization and remaining loyal to it, following the articles of incorporation and by-laws, and assuring the organization's compliance with law.

Individual responsibilities:

- Attend all board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees or task forces and offer to take on special assignments.
- Make a personal financial contribution to the organization.
- Inform others about the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization
- Keep up-to-date on developments in the organization's field.
- Follow conflict of interest and confidentiality policies.
- Refrain from making special requests of the staff.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.



**FEELGOOD
BOARD OF DIRECTOR'S APPLICATION**

Name:
Phone:
Address
E-mail Address:

1. Relevant Experience and/or Employment (Please attach your resume)
2. Why are you interested in joining FeelGood's Board?
3. Area(s) of expertise/Contribution you feel you can be an asset for FeelGood in:
4. What do you want to get out of being on the FeelGood BOD?
5. Other volunteer commitments
6. What questions do you have for us? (We will reply to you as soon as we get this application)

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**HELP US SOLVE
WORLD HUNGER
(WE'LL GIVE YOU
A SANDWICH.)**

7. What investment are you planning on making to FeelGood?

What skills and knowledge are you willing to bring to our board? Please indicate your experience in the following areas.	very experienced	some experience	little or no experience
strategic planning			
fundraising			
board development (recruitment, training, evaluation)			
program planning and evaluation			
recruiting, hiring and evaluating personnel			
financial management and control (budgeting, accounting)			
communication, public and media relations; participation in interagency committees.			
public speaking			
organizational development			
information technology			
writing, journalism			
special events (planning and implementing)			
<i>[list other skills, knowledge needed by your board]:</i>			

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