



Board of Directors Meeting

Approved Minutes

Date: December 5, 2017

Convened: 6:00pm Adjourned: 7:33pm

Directors Present: Joel Erb, Hilary Sisson, Michelle Mussuto, Chris Tucker, Delfina Vargas

Director(s) Absent:

Staff, Members and Guests Present: Sign in Sheet located in Board Admin Binder

Notetaker: Stacie Meeting Chair: Michelle

PRELIMINARIES

Introductions took place.

Agenda Review

No additions or changes

Motion to accept agenda: Hilary

Second: Delfina

All in favor

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

Motion to accept November Meeting minutes: Joel

Second: Hilary

All in Favor

Announcements

- Quarterly Meeting postponed to Tuesday, December 12 @ 6:30pm
- Keely Aubert is our new Store Director
- CiC spoke about Thanksgiving sales, staff exceeded expectations and beat sales goals
- Auditors have completed their work and are on track for completing their report to the Board

Cooperator in Chief Reports

- B
 - Directors need to review monitoring table before approval. Will vote to accept report via email.

Discussion Topics

- Nominating Committee update
 - Joel has communicated with the CiC to ask for some advertising for the open positions
 - Application is online, located on the Board Page
 - Board members would like to set a deadline for applications
- Committees
 - Committee Chairs to be nominated:
 - Election Committee

- Policy Committee
 - Education Committee
 - Nominating (Joel has already been appointed and voted in)
- SCCF Committee
 - Discussion about treating the committee differently, potentially moving it to staff.
 - Needs further discussion. The Board may need to more deeply understand Twin Pines Cooperative.
 - Ann McCandless has offered to meet with Hilary to further discuss the history of the fund and Twin Pines.
- Finance
 - Some changes to the Charter have been proposed. Need to be sent to the full board.
- CDS Consultant
 - Michelle is in discussion with CDS about getting new consultant. She will update the board with any new developments
- Patronage dividend meeting
 - Schedule meeting for January
 - Potentially in addition to candidate interviews, or as executive session after next board meeting
- Committee Charter Reviews
 - Election Committee (Barbara and Ann) has provided a draft with edits
 - Policy Committee - Michelle will provide input for updating the Charter to the new Co-Chairs
 - Education - Hilary reviewed and made some proposed edits to Charter
 - Idea to poll members about education topics of interest
 - Passed to Delfina as the new Chair

Board Decisions

Motion: To nominate Barbara Mendenhall and Ann McCandless as Co-chairs of the Election Committee - Joel

Second: Hilary

Discussion: none

Vote: all in favor

Motion: nominate Hilary and Chris as co-chairs of the Policy Committee - Joel

Second: Delfina

Discussion: none

Vote: In favor - Michelle, Delfina, Joel

Abstain: Hilary & Chris

Opposed: None

Motion: Nominate Delfina as the Education Chair - Chris

Second: Joel

Discussion: none

Vote: In favor-

Board Self-monitoring

Policy C7 - Board Committee Principles

Some discussion about how to make committees really work for the board

Open Comment

- Comment about donating member hours
- Question about senior program
- Comment about clarity of member work program
- Comment about discounts
- Comment about the membership being heard

CLOSINGS: Review Decisions, Tasks, Assignments

Tasks/Assignments

1. Stacie to send Monitoring table to Board for completion of Policy B approval
2. Staff to add open Board Seats notification to Home page of the Co-op website
3. Stacie to facilitate scheduling candidate interviews with the Board.
4. Committee Chairs nominated and voted in:
 - a. Barbara Mendenhall and Ann McCandless for Election Committee
 - b. Hilary and Chris for Policy Committee
 - c. Delfina for Education Committee
5. Michelle will send the Finance Committee proposal to the rest of the board for discussion.
6. Schedule Executive Session for after the January 9 Board meeting to discuss patronage
7. Dan/ or staff to follow up with member Dennis to discuss member work program
8. Clarification / description about the Member work program to go on the website

Next meeting Topics:

- Adoption of new/updated Committee Charters
- CDS Consultant update
- Discuss owner survey (options for people that do not have a computer)

ADJOURN MEETING

Motion: Chris

Second: Joel

Vote: all in favor

Respectfully submitted by,

Stacie Larkin

Board Administrator