



Board of Directors Meeting Approved Minutes

Date: February 6, 2018

Convened: 6:08pm Adjourned: 7:32pm

Directors Present: Michelle Mussuto, Chris Tucker, Delfina Vargas, Joel Erb (By Phone, for initial motion only)

Director(s) Absent: Hilary Sisson, Joel Erb

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

Notetaker: Stacie Meeting Chair: Michelle

Meeting convenes with a reading of appointment by the BCDNC Committee.

Motion: Motion to accept the Candidate Development Committee's recommendation to appoint Charles Fitzpatrick to the seat left vacant by Ann Richardson, and Ray Gonzalez to the seat left vacant by Mike Phillips, such appointments to be effective immediately. - Chris Tucker

Second: Delfina

Aye: All in favor (Michelle, Chris, Delfina, Joel approval by phone)

New Board members Ray Gonzales and Charles Fitzpatrick are seated.

PRELIMINARIES

Introductions took place.

Agenda Review

No additions or changes

Agenda approved.

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

Motion to accept the minutes: Chris

Second: Delfina

In Favor:

Meeting Minutes accepted

Announcements

- Co-op Cafe. Board members are able to attend. Please let Stacie know if you would like to attend and she will register you.
- Directors Training. In March. Also being hosted at the Co-op. All board members are encouraged to attend. Stacie will do registrations
- CCMA

Discussion Topics

- Committee Reports
 - Policy Committee has members to put up for appointment
Motion: Motion to add Charles Fitzpatrick and Joe Boniwell - Chris (Put forth by Hilary and Chris)
Second: Delfina
Discussion: none
Vote: all in favor

Board Education

Martha Whitman from CDS Consulting/ CBLD - Four Pillars of Policy Governance

Cooperator in Chief Reports

- B1 - Financial Conditions
 - Board members had some questions about the report.
 - Cooperator in Chief and Finance Department personnel answered board questions about various interpretations and data presented.
- B3 - Asset Protection
 - Board asked for some clarifications about accounts.
 - Finance personnel answered questions about the specific accounts and the reasoning behind the different accounts.
 - A question about specific insurance coverage amounts, a board member recommends looking at increasing coverage amounts.
 - One question about a specific contract.

Board Decisions

Motion: Motion to accept CiC Monitoring Reports (B1 and B3) - Chris

Second: Delfina

Discussion: none

Vote: all in favor

Self-monitoring

- Policy C5 - Directors Code of Conduct
 - Some discussion about the policy and one question about the answers

Open Comment

- Congratulations on the quarterly report
- Question about the way sales are reported in the Annual Report (Gross vs. Net)
- Question about the cash position and Preferred Shares
- Question about the discount programs
- Comment about the board packets and public information
- Comment about Fire Exits, and other concerns
- Comment about the Policy Governance articles in the board packet
- Comment about the communication about various programs
- Question about their being a time limit on member comments
- Comment about letting the audience know when board members are absent, what the reason is, so the audience is in the know.

CLOSINGS: Review Decisions, Tasks, Assignments

Tasks/Assignments

1. Stacie to send out a doodle poll to help identify a date for a March Retreat.
2. Directors to identify events that they will attend.
3. Committee appointment forms for new committee members to be turned in by next meeting
4. Add profiles for new board members to website

Next meeting Topics:

Preferred Shares

ADJOURN MEETING

Motion: Chris

Second: Delfina

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Board Administrator