



# Board of Directors Meeting Approved Minutes

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Date: March 6, 2018

Convened: 6:05pm Adjourned: 7:03pm

Directors Present: Joel Erb, Hilary Sisson, Chris Tucker, Delfina Vargas, Charles Fitzpatrick, Raymond Gonzalez

Director(s) Absent: Michelle (sick)

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

Notetaker: Stacie Meeting Chair: Joel

## **PRELIMINARIES**

Introductions took place.

## **Agenda Review**

Due to Michelle being out we will table the Executive Session

Open Comment was left off the agenda, will add at the end before closings.

Add Committee member nominations

Education Committee

Policy Committee

Add discussion about July meeting (postpone or cancel)

## **Tasks from previous meeting reviewed**

## **Approve Minutes of Prior Meeting**

Adjustments to minutes: Adjournment time added, changed Michelle to Chair (had Joel listed as chair)

Meeting Minutes accepted

## **Announcements**

- Delfina recapped Quarterly Member meeting
- Hilary gave a recap about the Co-op cafe that was hosted in the Learning Center.
- Director training potentially may be cancelled. Board Admin will inform everyone on Monday.

## **Discussion Topics**

- Committee Reports
  - Election Committee
    - Election Committee made quite a lot of revisions this year.
    - Revisions include language describing the process for electronic voting, which was not included in last years election code.
    - Mailed ballots included a QR code instead of having members sign, so this language was updated.
    - Some clarifying info in the schedule

- Corrected a couple of bylaw references
- Changed the language about observing the vote (since that is no longer possible)
- Revised the list of potential ballot problems
- Big change was removing the language around pro/con measures (the language that the board voted to change last year in June)
- One item proposed by the board is to add explicit language about sharing with
- SCCF
  - Policy language has been updated
  - Website has been updated
  - Hilary is proposing a new chair be elected for the committee
- BCDNC packets
  - Some dates on the timeline need to be approved. Some dates have been proposed by Michelle and will need to be confirmed.

## Board Decisions

Motion: Adopt the the Election Code changes with the addition of some specific language added (arguments and rebuttals will be reviewed by the board administrator, the board president and the election committee chair for accuracy) - Chris

Second: Delfina

Discussion: Some discussion about the language.

Vote: All in Favor

Motion: To nominate Charles to Chair SCCF - Delfina

Second: Ray

Discussion:

Vote: All in Favor

Motion: Nominate Nancy Ciraulo to the Education Committee and Sarah Haynes to Policy Committee- Chris

Second: Charles

Discussion:

Vote: All in Favor

The Board of Directors voted unanimously via email, to authorise dividend payouts on all preferred shares.

March 3, 2018

Proposal: Michelle Mussuto

I make a motion to pay out the [following] dividend[s] for those with preferred shares.

Series	Investors	FY17 Dividends
B	29	\$946.99
C	108	\$24,123.02
D	176	\$53,398.77

<b>Total</b>		<b>\$78,468.77</b>
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Vote: All in Favor (Joel Erb, Chris Tucker, Hilary Sisson, Delfina Vargas, Charles Fitzpatrick, Raymond Gonzalez)

### **Discussion**

July meeting happens on July 3. Board discussing moving to July 10. Will adjust the calendar now and have further discussion when Michelle can be in the conversation.

### **Self-monitoring**

- C4 - Meetings
  - Seems to be general consensus on these questions.

### **Board Retreat Topics**

- Retreat Topics (discuss the use of owners vs. members in policy language)
- Election Timeline/ date changes
- Some discussion about how we can talk about operational matters (safe space discussions)

### **Open Comment**

- Comment that the questions that were taken down at the quarterly - when will they be answered and how will people be able to find the answers to those questions?
- Preferred Shares comment. Tony (Finance Director) will contact Barbara Mendenhall directly.
- Comment about the audience not being able to be hear the conversation at the board table
- Question about why we are not recording board meetings.
- Comment about Senior Day

### **CLOSINGS: Review Decisions, Tasks, Assignments**

Tasks/Assignments

1. Ask Michelle about date changes that affect the Election Timeline (stacie)
2. Move discussion of policy B7 to next meeting.

Next meeting Topics:

### **ADJOURN MEETING**

Motion: Chris

Second: Hilary

Vote: all in favor

Respectfully submitted by,

Stacie Larkin

Board Administrator