



Board of Directors Meeting Approved Minutes

Date: August 20, 2018

Convened: 6:01pm Adjourned: 7:48 pm

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

Director(s) Absent: Michelle Mussuto

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

Notetaker: Stacie Meeting Chair: Hilary

PRELIMINARIES

Introductions took place.

Agenda Review

Hilary moved to add the open comment back into the agenda (before the Board Self-Monitoring)

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

Motion to accept the Meeting Minutes - Joel

All in favor, minutes approved

Announcements

Creating of two new task forces

Bylaws Task Force to work on a plan for Bylaws review, since the bylaws did not pass

Executive Review - this task force will work on the procedures for GM review

Committee Updates

BCDNC

The committee interviewed 5 candidates, and has unanimously agreed to put forth all 5 candidates for approval by the Board.

The slate approved by the BCDNC: Ray Gonzalez, Marquai Demps, Zina Kotko, Michael Roskey, and Steven Maviglio.

Joel (Chair of the BCDNC) spoke about the committee process.

Motion to accept the BCDNC recommendation: Joel

Second: Charles

Discussion: A comment being made about designating Committee/Board approved candidates vs. petition candidates and how to designate them on the ballot differently.

Vote: In favor - Delfina, Chris, Joel, Hilary, Charles

Abstain: Ray

Executive Review

Delfina (task force leader), Ray and Charles met to review the B policies and discuss what the next steps will be. Would like to request an executive session after the September Meeting to discuss a draft letter that will outline areas of success and areas that need improvement.

Finance/Board Budget

Chris talked about some of the changes in the budget. Some items have been added in that were not previously in the Board budget. Some items are estimated. Recommending to have quarterly budget reports to see where the Board is at with their budget throughout the year. (request to Dan)
Can Dan get any comparable data from other Co-op's about Board budgets for the Board to compare?

Discussion Topics

Policy Review - C Policies

Chris is proposing some edits to language to better describe what that board does (Policy C)
Proposed amendments to C5 - Directors Code of Conduct. Added language that say board members will re-sign the Code of Conduct each year, and will disclose any conflicts of interest. Proposing language saying that Board will submit to a background check if elected. Joel suggests that we consult with legal counsel on the background check portion.

B6 Reporting Proposal

Dan (CiC) and Tyler (HR Director) presented on proposal for reporting on policy B6 - Staff Treatment and Compensation. Some discussion and questions.

Election Code

Some proposed cleanup changes that came through for discussion. No vote on this now, not urgent since it will not affect this election cycle.

Cooperator in Chief Reports

B1 - Financial Conditions & B3 - Asset Protection

Some discussion about compliance. Dan gave some reasoning for why compliance is achieved even though net income is slightly lower than the operational definition of .5%. The financial plan for this year still has us as a net loss, we are ahead of plan, and showing growth so compliance is shown.

Compliance Reports are accepted.

Banking Resolution

Be it RESOLVED, that the Finance Director and/or the General Manager of the Corporation are authorized to enter into agreements with Safe Credit Union, headquartered at 2295 Iron Point Road, Folsom CA, for the purposes of establishing and maintaining savings, checking and corporate credit card accounts as deemed beneficial and necessary by the Finance Director and/or General Manager for the Corporation.

FURTHER RESOLVED, that the Finance Director, General Manager and corporate Controller will have signatory and transactional authority over accounts established as a result of this resolution, either jointly or individually as determined by the Finance Director.

Motion: Joel
Second: Chris
Vote: All in favor

Board Decisions

Motion: On the ballot identify the method by which each candidate has arrived on the ballot, and make it clear in the packet what is different about each method for the education of the voting members. - Chris
Second: Joel
Discussion: Some discussion about the technicalities of how to label the different options.
Vote: All in favor

Board Self-monitoring

Review of Monitoring. Comments: board is constantly working on how to do more training, orientation. More investing in governance capacity.

Facilitator Search

The Board would like to search for a facilitator for the meetings so that the Board president does not have to facilitate the meetings as well as lead.

CLOSINGS: Review Decisions, Tasks, Assignments

Tasks/Assignments

1. Schedule an Executive Session for September 17 after the Board Meeting
2. Dan to get some comparison data for the Board on Board Budgets
3. Schedule Directors for CBL 101 Training (Delfina) and open it up to any candidates that would like to attend.
4. Continue facilitator search

Next meeting Topics:
Board Budget approval
Approve C Policy Language
Election Code (or maybe October)

ADJOURN MEETING

Motion: Joel
Second: Chris
Vote: All in Favor

Respectfully submitted by,

Stacie Larkin
Board Administrator