



# Board of Directors Meeting Approved Minutes

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Date: October 15, 2018

Convened: 6:00pm Adjourned: 7:43pm

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

Director(s) Absent: Raymond Gonzalez

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

Notetaker: Stacie Meeting Chair: Michelle

## **PRELIMINARIES**

Introductions took place.

## **Agenda Review**

Some additions to Agenda.

- Delfina would like to add a committee nomination
- Add appointment of Officers tonight after seating new board members
- Michelle Mussuto (outgoing President) will continue to chair the meeting after the new members are seated.

## **Tasks from previous meeting reviewed**

## **Announcements**

Delfina gave a recap of the CBL 101 Training

Board Retreat is scheduled for November 16-18

Michelle gave a recap of the Newton Booth Neighborhood Association award

## **Review/ Approve Minutes of Prior Meeting**

All in favor, September 2018 Meeting Minutes accepted

## **Discussion Topics**

### Committee Reports

#### Election Committee

- There was a 1.1% increase in voter turnout
- Candidates Kim Glazzard and Steve Maviglio were elected.

#### Bylaws Committee

- Did not meet

#### Executive Review Task Force

- The committee worked to draft a review letter for the Cooperator in Chief, and that has been submitted.
- The committee will be scheduling a meeting to go over the letter with Dan.

## **Cooperator in Chief Reports**

### B7 - Communication to the Board

- Some comments from board members and clarifications of expectations.
- The Board would like to have some amendments to the report, request that it be put onto November agenda.

### B8 - Board Logistical Support

- Some comments from the board. General consensus that this has been good. Comment that the entire board should do the survey on Board Support (reviewing the Board Admin)
- The board accepts the report.

### B9 - GM Succession

- The Board appreciates having a clear succession plan, and statements from all Director level staff.
- The Board accepts the report

## **Discussion Topics**

### Member Conduct - Chris

A member that has been voted out/removed by the Board for egregious behavior, there is no current process for reinstatement. A proposal for allowing the Board to make a case by case determination to reinstate any member that has been removed. A question about how to make this a policy.

Motion to amend policy B4 - The CiC shall not fail to forward to the board any application for a member previously terminated by the Board of Directors by a super majority vote and shall not reinstate such member until the Board has voted to reinstate with a majority vote. - Chris

Second: Joel

Vote: All in Favor

### Member Conduct - Chris Tucker

Lawsuit brought by member Rhonda Rumrey. Some discussion, about expenses incurred, as well as time spent by the board dealing with the lawsuit.

### Election Code updates

- Table until future meeting. Pending submission by the former Election Committee.

### Facilitator Update

- CiC and Board Admin will work to get a facilitator for Board Meetings.
- A request that a meeting be scheduled with the facilitator, or to have the prospective person to arrive early before the meeting to meet a few board members. Target for November Board meeting.

## **Board Self-Monitoring**

Policies C (Global Governance Commitment) and C1 (Governing Style)

One comment on the survey to add a discussion to the Board Retreat

## **Board Decisions**

Motion: Move to accept the Election results as presented by the Election Committee Co-Chair, Barbara Mendenhall - Joel

Second: Charles

Discussion: none

Vote: All in Favor  
Election results accepted

Motion: To nominate Lori Ward to the Education Committee - Delfina  
Second: Joel  
Discussion: no discussion  
Vote: All in Favor

Motion: To terminate the membership of Rhonda Rumrey for bringing a lawsuit against the Board and the Co-op to prevent a legitimate democratic action per the process outlined in the Bylaws. - Chris  
Second: Joel  
Discussion: some additional discussion about the process and the ramifications  
Vote  
In Favor: Joel, Chris, Charles, Michelle, Hilary  
Opposed: Delfina  
Abstains: None  
The Motion passes to terminate the membership of Rhonda Rumrey

The Board formally thanks Michelle Mussuto for her board service.

### **Seat New Board Members**

Michelle will act as the meeting facilitator to seat new board members.  
Welcoming Steve Maviglio and Kim Glazzard

### **Appointment of Officers**

Motion to Nominate Hilary Sisson as the Board President.  
Second: Charles  
Discussion: Hilary accepts the nomination. Some discussion. Hilary has been serving as the Secretary, and has chaired the last two meetings.  
Vote: All in favor (Joel, Chris, Hilary, Charles, Delfina, Steve, Kim)  
Motion passes, Hilary is elected as the Board President

Motion to nominate Chris Tucker for Vice President  
Second: Charles  
Discussion: Chris accepts the nomination  
Vote: All in Favor (Joel, Chris, Hilary, Charles, Delfina, Steve, Kim)  
Motion passes, Chris Tucker is elected as Vice President

Motion to nominate Stacie Larkin as the Corporate Secretary - Chris Tucker  
Second: Charles  
Discussion: Some discussion. Stacie accepts the nomination.  
Vote  
In Favor: Joel, Chris, Hilary, Charles, Delfina  
Opposed: none  
Abstains: Kim, Steve  
Motion passes, Stacie is elected as Corporate Secretary

Motion to nominate Tony Alongi (Co-op Finance Director) as the Corporate Treasurer - Chris  
Second: Hilary

Discussion: Tony accepts the nomination. Some questions about the role of the Treasurer. Chris Tucker (current Treasurer) talks about the role of the treasurer.

Vote

In Favor: Joel, Chris, Hilary, Charles, Delfina, Steve

Opposed: None

Abstain: Kim

### **Open Comment**

- A comment and a question about the officer nominations
- Some suggestions about board meetings

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

Tasks/Assignments

1. Add B7 to November Board Meeting (Update to B7.8)
2. Add Election Code to November Meeting
3. Add a discussion of how we handle member comments to the Board Retreat Agenda
4. The Board elected Officers
5. Admin to assist in scheduling an Executive Session to discuss Executive Review
6. Admin to begin process for expulsion of member.
7. Update B4 Language in policy set.
8. Make sure new Directors have materials and coordinate onboarding.

Next meeting Topics:

Add Calendar Review

Retreat Agenda:

### **ADJOURN MEETING**

Motion: Joel

Second: Chris

Vote: All in favor

Respectfully submitted by,

Stacie Larkin

Board Administrator