



Board of Directors Meeting Approved Minutes

Date: December 17, 2018

Convened: 6:01pm Adjourned: 7:49pm

Directors Present: Hilary Sisson, Joel Erb, Delfina Vargas, Kim Glazzard, Steve Maviglio

Director(s) Absent: Charles Fitzpatrick, Chris Tucker

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

Notetaker: Stacie Meeting Chair: Hilary

PRELIMINARIES

Introductions took place.

Agenda Review

Add discussion topic with calendar - board communication

Add Committee members nominations after Chair nominations

Chris Tucker is absent, so Dan Arnett will give an update on the Financial Audit.

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

Motion to approve: Joel

Second: Steve

All in favor, minutes are accepted

Announcements

Board members shared comments about the Quarterly Meeting (Member Meet-up)

Delfina commented on the Maker's Market event that was hosted on Dec. 15 - great event, very well attended and well promoted.

Co-op Cafe is on February 16, hosted at SNFC

Committee Business

Financial Audit Update - Chris

Dan reported in Chris' absence. The audit report has been delayed, so will be added to the January meeting agenda.

Committee Charter Reviews

Policy Committee Charter

A question about how the proposal happened, what the process was. Some discussion about what the process should be for revising committee charters. Some discussion about the authority of the committee vs. board authority. Clarifying that the board directs committees.

A concern about removing some of the language. Table the vote of this charter until January when Chris is present.

Education Committee

Proposal to rename to “Member Engagement and Education”

Remove ‘board’ from bullet number 2

Add a third bullet point to the proposed draft that says “draft a plan for member engagement”

Change the number of members to “up to 4 additional members”

Capitalize ‘Board” throughout

Motion to accept the Charter with amendments: Joel

Second: Delfina

All in favor. Charter is accepted

BCDNC (Nominating Committee)

Add “also” with regard to the board admin serving on the committee to clarify they are not one of the “up to three additional members”

Add back in the full language about the number of members from the bylaws, and other items to be consistent with the bylaws.

Motion to accept with proposed amendments: Steve

Second: Joel

Vote: All in Favor

Committee Chair Appointments

Policy Committee

Chris Tucker has volunteered for Policy Committee Chair

Education Committee

Delfina has volunteered to Chair

BCDNC (Nominating) Committee

Charles has volunteered for the Chair of the Nominating Committee

Motion to nominate Chris Tucker for Chair of the Policy Committee, Delfina for the Chair of the Education Committee and Charles Fitzpatrick as the Chair of the Nominating Committee: Joel

Second: Steve

Vote: All in Favor

Committee Member Nominations

Board members shared which committees they would like to serve on. The process for applying to a committee and approval by the board was clarified. Committee chairs initially propose a member for their committee, this is submitted to the board, and the board votes to approve members.

Executive Limitations Reports

B - Global Executive Restraint

No comments. The Board accepts this report.

B1 - Financial Conditions

Some questions were asked.

Board accepts the report.

B2 - Planning and Budgeting

Some questions were asked. CIC explained reasoning for re-submitting the report.

Board accepts the report.

Discussion Topics

Preferred Shares Dividends

Finance Director, Tony Alongi, gave an overview of the amounts and he and the Cooperator in Chief gave a recommendation to the board.

Motion to approve the Preferred Shares dividend proposal that has been recommended to us [the Board]: Joel

Second: Delfina

Vote in Favor: Joel, Steve, Delfina, Hilary

Abstain: Kim

Board Self-monitoring

Policy C7 - Committee Principles

Some discussion and comments.

Open Comment

Some comments were made.

CLOSINGS:

Board Decisions

1. The Board elected Committee Chairs
2. The Board accepted the B, B1 and B2 Executive Limitations reports
3. The board approved Preferred Shares Dividends for fiscal 2018

Tasks/Assignments

1. Add discussion of Board Development to future meeting, possible February
2. Add discussion of SCCF and Finance Committee to the January meeting Agenda
3. Defer discussion of Policy Committee Charter to January
4. Ex. Assist. to send out a doodle poll to the board to set a date for an executive session discussion about board annual plan/ vision for the year. (follow up from Board retreat)
5. Ex. Assistant to send out the follow up notes from the Board Retreat to the entire board.

Next meeting Topics:

SCCF Committee discussion

Finance Committee discussion

ADJOURN MEETING

Motion: Joel

Second: Steve

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant