



Board of Directors Meeting Approved Minutes

Date: January 14, 2019

Convened: 6:00pm Adjourned: 7:39pm

Directors Present: Chris Tucker, Joel Erb, Delfina Vargas, Charles Fitzpatrick, Kim Glazzard, Steve Maviglio

Director(s) Absent: Hilary Sisson

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

Notetaker: Stacie Meeting Chair: Chris

PRELIMINARIES

Introductions took place.

Agenda Review

Some items added to the agenda

- Member nominations to Engagement Committee
- Discussion of Patronage after Finance Presentation
- Board members serving on committees

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

Discussion: Under committee nominations there is a typo to be corrected

Add that there was a discussion about Board Communication.

Missing a motioner

Motion to accept with amendments - Steve

Second - Joel

all in favor

Meeting Minutes accepted with amendments

Announcements

Financial Audit Presentation

Representatives from Wegner CPA's attended by phone conference to review the draft financial audit that was presented to the board.

Members of the Board asked questions which were answered by the auditors.

One question to the CIC/Finance Director about recommended controls.

A question from the board about hierarchy of the recommendations.

Motion to accept the Financial Audit as presented: Joel

Second: Charles

Vote: All in Favor

Chris opened a discussion about the 2019 Financial Audit. His recommendation is to discuss now, because a decision about who the auditors will be needs to happen soon. The CIC gave some information from the operational side, and some recommendations. The board had a discussion about the pros and cons of making changes. Chris will follow up with some conversation with Wegner.

Patronage Refund

The Co-op made a small profit this year. In looking at the amount, and what it would cost to mail this to the members would be nearly the full amount.

One question is whether we have to send a notification even if the board does not give a refund. Some discussion about the benefits of returning money to members no matter how small the amount. A question about whether the Board has to make a decision today, or can defer the decision. The board will add this as a decision topic to the February Agenda.

Discussion Topics

Policy Committee Charter

Chris gave an overview of his proposal for edits to the Policy Committee Charter. Discussion about committee autonomy, vs board direction with committees in general

Motion to approve Charter as presented - Steve

Joel- friendly amendment to the numbering/lettering

Delfina - Update the language to be consistent with the number of members (to other Charters)

Second: Delfina

Vote

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

Opposed: Kim

Motion passes, Charter is accepted with amendments.

SCCF Committee

Revisit this in February when Hilary can be present

Finance Committee

Some discussion about the purpose of the committee, and some historical perspective given.

Question: could this be an ad hoc committee instead of a standing committee?

Some recurring annual items are the financial audit, and recommendations for preferred shares dividends and patronage refunds.

Committee Reports

Engagement and Education Committee

Committee Member Nominations

Delfina nominates Steve Maviglio, Kim Glazzard and Jennifer Cliff to the Committee

Second - Charles

All in Favor

Appointing a Second VP

The current VP is proposing to elect a second Vice President so that if the President and VP are both not able to be active, to have an option for leadership.

Chris would like to propose Joel and an interim second VP.

Motion to Nominate Joel to be acting second VP: Steve

Second: Charles

In Favor: Steve, Kim, Delfina, Charles, Chris

Abstain: Joel

Board Self-monitoring

Push review to next meeting.

Open Comment

Attendee comments

CLOSINGS: Review Decisions, Tasks, Assignments

Tasks/Assignments

1. Memo response/ letter from the CIC in response to the recommended controls from the audit.
2. Chris will follow up with Wegner CPA's on our experiences [with the auditor's] this year
3. Add Patronage Refund as a decision topic for February.
4. Move SCCF discussion to February
5. Add Finance Committee Charter discussion and decision to February meeting agenda
6. Chris and Stacie to discuss the follow up with facilitator
7. Stacie to reserve date for Executive Session for Retreat follow up (February 2 date) and send out calendar invites
8. Add next meeting topics to closings

Next meeting Topics:

Patronage Refund (Decision)

ADJOURN MEETING

Motion: Joel

Second: Steve

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant