



Board of Directors Meeting Approved Minutes

Date: February 11, 2019

Convened: 6:00pm Adjourned: pm

Directors Present: Chris Tucker, Joel Erb, Delfina Vargas, Kim Glazzard, Steven Maviglio

Director(s) Absent: Hilary Sisson, Charles Fitzpatrick

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

Notetaker: Stacie Larkin Meeting Chair: Chris

PRELIMINARIES

Introductions took place.

Agenda Review

Agenda approved

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

Motion to approve minutes: Steven

Second: Delfina

All in favor

Minutes approved

Announcements

Board included a coupon in the Member Quarterly publication

Member Days - February 23-March 3

Member Quarterly Meeting on March 2, 4pm - Ends Report

Chris and Tony (Finance Director) met with auditors to select a new audit team for 2019

B1 & B3 reports will be moved to March

The Board met on Feb. 2 to do a follow up from the board retreat

Committee Business/ Discussion Topics

SCCF Committee

Proposal that the Board would delegate to staff to do the grant process for the SCCF microgrants, and still have a celebration event for the winners.

Motion: To delegate the work of the SCCF Committee to the Staff, and that they will present a proposal for the microgrants to the Board for approval - Delfina

Second: Joel

All in favor

Finance Committee Charter

Correction need to be made (remove Policy Committee)
Some discussion and clarifications about the proposed language.
Make the language consistent (Cooperator in Chief, not GM)

Motion: To approve as amended (above) - Joel

Second: Steve

In Favor: All in favor

Abstain: none

Election Committee Charter

Discussion: It appears that this may allow board members to be on the committee.
Defer this to March meeting when Election Committee members can be present.

2019 Election Timeline

Push to March.

Committee Member Nominations

Nomination of Lori Ward for Member Engagement and Education Committee. - Delfina

Second: Steven

All in favor

Patronage Refunds

Discussion: Some questions about what the recommendation is from the CIC/Finance Director. The CIC is recommending retaining this year since the amount is small. Some debate that there are other reasons (not necessarily monetary) to distribute, i.e. members expect it. Discussion about the amount that could be allocated, and the percentage that has to be paid in cash (20%), after that decision is made.

Motion: That we not allocate the available funds this year, subject to receiving a communication plan (including a member benefit) from staff regarding the communications with members about that decision.

Second: Delfina

In Favor: Chris, Joel, Steve, Delfina

Opposed: Kim

Abstain:

CIC Reports

Operational Response to the Audit Letter

CIC presented on the response, and both Chris and Dan answered questions from board members. There are some typos in the document.

Ends Report

The Cooperator in Chief gave a high level overview of the report. This report is planned to be made into a presentation which will be presented at the Quarterly member meeting on March 2. Some questions from the board. Some general comments from the board, and appreciation for the report. Some discussion about the method of judging the report and accepting the report.

Board Decisions

Ends decision will be deferred to the March Meeting, with discussion via email.

Meeting Dates

Executive Session to be scheduled after the March Meeting, for a presentation of Market Study results.

Board Self-monitoring

D2 & D3 (held over from last meeting)

Comment that D2 needs some review. Assign to Policy Committee.

C7

Comment about 'unconflicted loyalty to the Co-op' having one comment.

Open Comment

Attendee comments

Motion to adjourn: Joel

Second: Steven

CLOSINGS: Review Decisions, Tasks, Assignments

Tasks/Assignments

1. Add Finance Committee Chair to March Meeting
2. Add Election Committee Charter to March
3. Send a copy of the Co-op's Credit Card/Purchasing/Finance Policy to the Board group
4. Add to May meeting, an update on Financial controls, response to the audit letter

Next meeting Topics:

- 1.

ADJOURN MEETING

Motion:

Second:

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant