



Board of Directors Meeting Approved Minutes

Date: March 11, 2019

Convened: 6:01pm 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 Larkin Meeting Chair: Chris

PRELIMINARIES

Introductions took place.

Agenda Review

No edits to the agenda, agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting

Lori Ward spelled wrong. No additional edits to the minutes, approved with the name adjustment.

Announcements

Board attendance at meetings

Steve gave a brief update on the Co-op Cafe event

Short recap of the quarterly meeting

Announcement of the deadline for members to be current to run for the board

Member Comments

Several comments from the members

One comment of praise for improved process

Committee Reports

Member Engagement Committee - Delfina

Reporting on the member survey, and the plan for engagement/ listening sessions planned for the month of March.

Election Committee

Committee Charter

Add specific language about disallowing board members.

Motion to approve the Charter with the amendment to add language disallowing board members to participate on the committee. - Charles

Additional amendment proposed: The committee shall fairly, impartially, timely and honestly conduct elections in accordance with the Co-op's bylaws. Amendment accepted.

Second - Steve

Vote: All in favor to accept the Election Committee Charter with the above two amendments.

Election Timeline

Changes to the proposed timeline

- Members who wish to apply by petition will need to submit a statement of intent by May 18, the same date as members who wish to be nominated by committee
- Add a date for the Nominating Committee to declare their approved candidates to June 10 Board meeting (from August meeting).

Motion to approve the election timeline with the proposed changes - Joel

Second: Charles

Vote: All in Favor

Election Code

Some discussion about the number of comments that came in via email.

A recommendation to make the listing of candidates 'random' vs 'alphabetical'

The Board will continue to discuss the code, and will add approval of this to the April Board Meeting

Board Candidate Development and Nominating Committee

Committee met with members of Election Comm to go over candidate materials and dates.

Board Officer Reappointments

Chris is offering to take the president role

Delfina and Joel are offering to take vice presidential positions

Motion to appoint Chris Tucker as President of the SNFC - Joel

Second - Charles

All in Favor

Motion to appoint Joel Erb to be the First Vice President of the SNFC - Charles

Second - Steve

All in favor

Motion to nominate Delfina Vargas to be the second Vice President of the SNFC - Joel

Second - Kim

All in Favor

Discussion Topics

Board Appointed Committees

The Co-op has two community positions - the Twin Pines Cooperative Board and the Ecos Board.

The board has not appointed someone for these positions in a very long time. Would like to consider appointing someone from the board or an executive appointed delegate.

Some discussion that there should be reports at least on an annual basis.

Board decision is to have the Cooperator in Chief act as the board appointed delegate to both of these organizations. Dan may delegate to other staff members. The board requests reports at least quarterly. The nomination shall be revisited annually when the board appoints its officers.

Board Decisions

Motion: To Appoint the Cooperator in Chief, or his designee, to represent the SNFC on the Twin Pines and the ECOS boards, and to provide the Board with quarterly status reports, and to revisit the appointments annually when the board does it's officer appointments - Joel

Second: Steve

Vote

In Favor: All in favor

Committee Appointments

Motion to nominate Steve M as the Finance Committee Chair - Charles

Second - Joel

Vote: All in Favor

Motion: Nominate Charles to the finance committee - Steve

Second: Joel

All in favor.

Motion to nominate Zina Kotko to the Finance Committee - Steve

Second: Joel

All in favor

Motion to nominate Barbara Mendenhall to the Policy Committee - Chris

Second - Kim

Vote: All in favor

Cooperator in Chief Reports

Ends Report

Some additional discussion and questions. The board has discussed the report via email over the previous month.

Motion to accept the Ends Report - Joel

Second: Charles

Vote

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

Abstain: Kim

B1 - Financial Conditions & B3 - Asset Protection

Some questions around Net Income vs. EBITDA. There is a request from the board to include Net Income in the report in the future.

Motion to approve B1 & B3 reports - Delfina

Second: Charles

Vote: All in Favor

CLOSINGS: Review Decisions, Tasks, Assignments

Tasks/Assignments

1. Staff to include Kim on the SCCF applications review
2. Add Election Code to April Board Meeting

3. Dan to direct staff to send to survey results to the Board (interested people who want to serve on a committee)
4. Add Net Income to future B1 Limitations Reports.

ADJOURN MEETING

Motion: to adjourn meeting and go into executive session - Joel

Second: Charles

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant