



Board of Directors Meeting
Date: May 13, 2019
Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	Preliminaries Introductions Agenda Review Review tasks from April meeting Review and accept April meeting Minutes	Share/ Listen Review Review Review/Decide	Chris Chris Secretary All
6:05pm	Announcements: Hilary Resignation Vacant Seat Appointment Member Quarterly Bylaws process	Share/ Listen	Chris / BOD
6:10pm	Member Comment Period	Information	Chris
6:15pm	Ends Report Discussion	Information	Chris
6:50pm	CIC Reports B4 – Membership Rights and Responsibilities	Information/ Action	Chris/ Dan
7:00pm	B5 – Treatment of Consumers	Information/ Action	Chris/ Dan
7:10pm	B6 – Staff Treatment and Compensation	Information/ Action	Chris/ Dan
7:25pm	B1 – Financial Conditions	Information/ Action	Chris/ Dan
7:45pm	B3 – Asset Protection	Information/ Action	Chris/ Dan
7:55pm	Discussion Topics Board Self-Monitoring	Information	Chris
8:05pm	Board Marketing and Communications	Information	Chris
8:10pm	Election Code		
8:15pm	Committee Reports Nominating Committee	Information	Charles
8:20pm	Closings Review Board Calendar Review Tasks, Assignments Next Meeting Topics	Review Review/ Edit Listen/ Record	All Secretary Chris
8:25pm	Executive Session Member Expulsions Real Estate	Action Information	Chris Dan



Board of Directors Meeting Unapproved Minutes

Date: April 8, 2019

Convened: 6:03pm Adjourned: 7:55pm

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

Add Committee appointments under Committee business

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

For the board to revisit appointments annually (not quarterly)

Amend one motion

Motion to accept minutes - Steve

All in favor

Announcements

Legal representation - Executive Committee met with two attorneys and have selected one to represent them on the bylaws revision. The attorney selected has worked with 2 other Co-op's on Bylaw revisions.

Member Comments

Several comments were made

Committee Business/ Reports

Finance Committee

Finance committee had a meeting. Reviewed the Committee Charter and the current budget plan as well as Auditor recommendation.

Recommendation to keep Wegner as the firm, and choose a new lead for our Annual Audit.

Motion to accept Wegner CPAs as our auditor - Steve

Second - Joel

Vote - all in favor

Wegner CPAs will represent SNFC for 2020

Motion to nominate Michelle Reynolds for the Finance Committee- Steve

Second - Joel

All in favor

Education and Engagement Committee

Completed the Co-op Conversation sessions in March, 4 sessions total

Committee has crafted a member survey specific to gather information about bylaws

Quarterly meeting on May 18, comments and feedback on the bylaws process up to that point

Monday, April 22 is open for Board members to table.

Election Committee

Joseph Boniwell and Michelle Mussuto

One comment on the Charter - Board Admin was removed as a member of committee.

Motion to add Board Admin back to the Charter as a member of the committee - Steve

Second - Delfina

Vote

In favor: Steve, Joel, Delfina, Chris

Opposed: Kim

Discussion regarding the Election Code and Election Information Packet

Ballot Packet Materials (Election Code, p.3)

Amend the bullet point (#3) to say 'nominated by the Board' in place of 'approved by the Board'

(amend to match language in Bylaws)

Disputes (Election Code, p.4)

Proposed amendment: Add language to dispute paragraph *"including, without limitation, in the event of need or a conflict of interest, referring the dispute to a third party arbiter such as legal counsel for resolution."* - Steve/Joel

Tabling outside (Election Information Packet, p.6)

Some discussion about the rules for tabling.

A question about tabling times and scheduling

Chris to send amended language as set out by legal counsel

Campaigning & Ballot Measures

Guidelines for Submitting Arguments (Election Information Packet, p.5)

Some discussion about ballot measure supporters and opposition

Election Administration (Election Code, p.2)

Move section on SNFC Staff responsibilities to below

Submitting pro & con arguments (Election Information Packet, p.5)

Add in language about who can submit arguments i.e. the Board or 5 members

Motion to approve the Election Code & Information Packet with the changes that have been

submitted today, with the caveat that the Election Committee will submit the full edited draft to

Director Erb, for a proof and language check before posting. - Joel

Second - Delfina

Vote: All in favor

Policy Committee

Motion to approve Nicole Klimek as a committee member - Chris

Second - Steve

All in favor

Discussion on direction for policy work.

Motion to direct the policy committee to a) review policies for consistency with any bylaws proposal and b) take an overall look at the policies and bring things back to the board. - Joel

Second: Delfina

All in favor

Cooperator in Chief Reports

B4, B5 & B6 Reports moved to the May meeting

Discussion Topics

Special Meeting (September)

The Board may want to have a special meeting in September. The idea is to do a meeting that would be more like an Annual Meeting (like what other Co-ops do) and the Cooperator in Chief is thinking about how this could be planned.

The Board requests to have a plan no later than June Board meeting. Possibly a preliminary plan in May.

Vacant Board Seat

Joel to contact Hilary to ask if she will submit her resignation.

At that point the board may decide to appoint.

Ends Report Discussion

Board members were each assigned to a specific section of the Ends report to facilitate discussion. More discussion on this topic has been moved to the May meeting.

CLOSINGS: Review Decisions, Tasks, Assignments

Tasks/Assignments

1. Stacie to amend Election Committee Charter and update on the website.
2. Chris to send legal approved language for Tabling section of Election Code/Info Packet
3. Election Committee to incorporate all proposed edits and send to Joel for review, and then send to Marketing for posting on the Website.

Next meeting Topics:

1. Reports (B4, B5, B6)
2. Ends report Discussion
3. B1 & B3 (Financial Reports)

ADJOURN MEETING

Motion: Joel

Second: Steve

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin
Executive Assistant

	Jan. 2019	Feb. 2019	Mar. 2019	April 2019	May 2019	June 2019
Board Education & Development		Co-op Café February 16		CA Co-op Conference April 28-29		CCMA June 6-8
Board Engagement Opportunities	Member Quarterly Article Due Jan. 11 - Chris		Quarterly Meeting Mar. 2	Member Quarterly Article Due 4/11 - Delfina	Quarterly Meeting May 18	
Required Agenda/ Packet / Executive Session items	Patronage Dividend	Election Schedule Preferred Shares Dividends		BCDNC plans & Candidate Packets	Review/ Approve SCCF Grant Proposal	GM Evaluation process
Executive Limitation Reports		Global Ends (deferred from Jan.)	B1 & B3 (deferred from Feb.)	B4, B5, B6	B1 & B3	No reports
Board Process Monitoring Reports	D2 – Accountability of the GM & & D3- Delegation to the GM	C5 – Director's Code of Conduct	C4 – Board Meetings	D4 – Monitoring the GM Performance	C3 – Agenda Planning	C2 – The Board's Job
Co-op. Community Happenings		Member Days Feb. 23 – March 3	Member Days Feb. 23 – March 3	Earth Day	Soil Born Farms Day on the Farm Member Days May 11-19	

	July 2019	August 2019	Sept. 2019	Oct. 2019	Nov. 2019	Dec. 2019
Board Education & Development			CBL 101 & CBL Applied Governance Sept. 28	Director Orientation	Director Orientation as Needed	
Board Engagement	Member Quarterly Article Due 7/18 – Joel	Quarterly Meeting Aug. 24		Member Quarterly Article Due 10/17		Quarterly Meeting Dec. 7 Member Quarterly Article
Required Agenda/ Packet Items/ Executive Session	Election Cycle Ballot Measures	Board Budget (Complete by August 31) Call for Officer Interest	General Election Compensation Discussion CiC Annual Review	Seat New Board Members Review 2020 Calendar Elect Officers	Appoint Election Committee Chair Discuss 2020 Retreat dates	Appoint Committee Chairs Financial Audit Board Appointments (ECOS, TPC)
Executive Limitation Reports	No reports	B1, B3, B10	No Reports	B7, B8, B9	B1, B2, B3	B
Board Process Monitoring Reports	No Report	C8 – Governance Investment	D & D1 – Board Management Connection & Unity of Control	C & C1 – Global Governance Commitment & Governing Style	C6 – Officer Roles	C7- Board Committee Principles
Co-op. Community Happenings		Member Days August 17-25	Farm to Fork Festival Soil Born Farms Autumn Equinox – Sept. 21	3 Year Anniversary Oct. 19	Board Retreat Nov. 16-18	Member Days December 7-15