



Board of Directors Meeting Approved Minutes

Date: August 12, 2019

Convened: 6:02pm Adjourned: 8:21pm

Directors Present: Chris Tucker, Joel Erb, Delfina Vargas, Charles Fitzpatrick, Kim Glazzard, Steven Maviglio, Nicole Klimek

Director(s) Absent:

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

Notetaker: Stacie Larkin Meeting Chair: Chris Tucker

PRELIMINARIES

Introductions took place.

Agenda Review

Add item to appoint a body of the board to write a rebuttal to the con argument if one is submitted.

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

No changes to minutes

Motion to accept June and July meeting minutes - Steven

Second - Joel

Vote: all in favor

Announcements

-Meet the Candidates will be combined with the Membe Quarterly Meeting, on September 12.

-Candidate background checks have been completed and all came back clean. Asking for all sitting board members to submit to this as well.

-The Co-op has executed a lease agreement with the neighboring building, so we will assume the parking on his side of the building.

-Member Quarterly was mailed last week and should have been received in all households

-Member Days is August 17-25

-1176 coupons were redeemed from the Spring Member quarterly.

Member Comments

One question was asked

Committee Reports

Policy Committee

Committee met and submitted a written report. Reviewed the Bylaw draft for consistency with existing laws, reviewed for language and had a check with counsel. Committee felt the board should discuss the development of policy to ensure that statutes and bylaws are followed.

Finance Committee

Committee met with both the Cooperator in Chief and the Controller. Went through the Q3 numbers and asked questions. Committee sent a full written report to the board.

Board Decisions

Measures for the Ballot - Bylaws

Some discussion about possible changes/additions to the current proposal.

Motion: To add language that states the Board will develop policies (similar to current 8.06) - Joel

Second: Nicole

Discussion: none

Vote: All in Favor

Motion: To put the Bylaws proposal onto the ballot with the aforementioned addition - Delfina.

Second: Joel

Discussion: Members of the board individually talked about their experiences with the process of development, with engaging with members, the process among themselves, and with the final product brought before the board and their feelings on that final product. A statement was made about speaking with one voice as a board once the decision is made.

Vote

In Favor: Charles, Delfina, Steven, Joel, Nicole

Opposed: Kim

Motion passes

Comparison Document (Companion for Bylaws Changes)

Chris is asking that the Board appoint a small group to be empowered to write/approve the final comparison document. Charles recommends that someone write a reasoning why we have no "redline" document.

Motion: To empower Chris and Nicole to work on and submit the comparison document for the ballot on behalf of the board - Joel

Second - Charles

Discussion: Some discussion about whether or not this would come back to the board for review before going to the ballot.

Friendly amendment from Delfina - to have the full board review before it goes to the ballot - needs to go to the Board by August 23, finalized by August 30.

Vote: All in Favor

Motion, with amendment, passes

Pro Argument Language

A draft was delivered to the board for review.

Discussion about the draft language.

Motion: To approve the Pro Statement language with the proposed changes (slight language change, minor addition, punctuation correction) - Joel

Second - Charles

Vote

In Favor: Delfina, Joel, Steven. Charles, Nicole

Opposed: Kim

Motion Passes

Rebuttal to Con Argument

Discussion about nominating a group to write a rebuttal to a con argument if one is submitted

Motion: To authorize Nicole and Joel to write a rebuttal to a con argument, and send to the board to review before submission - Delfina

Second and friendly amendment to be able to submit for the Board (as in it will be submitted with all board members names, not by Joel and Nicole) - Joel

Vote: All in favor

Motion passes

Quarterly Meeting Date Change

Motion: To formally change the date of the quarterly meeting from August 24 to September 12, to include it with the Meet the Candidates night - Steven

Second - Charles

Discussion: Some discussion about the process and the actions taken prior to decision.

Vote

In Favor: Nicole, Joel, Delfina, Steven, Charles

Opposed: Kim

Motion Passes

Member Expulsion

The board received notification of a member who was trespassed for theft, and the CIC is asking for the board to expel the member.

Motion: To Expel Michelle Mahlman for theft - Joel

Second - Steven

Discussion: One question was asked, some discussion about process.

Vote: All in favor

Discussion Topics

Policy Committee Tasks if the Bylaws pass

The board authorizes the Policy committee to look through the bylaws and make a recommendation to the board for any changes at the October meeting.

Board Budget

Charles presented the board with a draft budget for 2020.

Motion: To approve the Board Budget as presented - Charles

Second - Joel

Discussion: Some discussion of line items

Vote

In Favor: All in favor

Motion Passes

Cooperator in Chief Reports

B1

The report does not include the items that were amended and approved by the board in July.

One member recommends to postpone this report so the new items can be added to the report. The CIC asserts that the changes to the policy were made in July, but the reporting period is through June 30, so the new changes did not apply.

Motion to accept this B1 report on the condition that the CIC present to the BOD at the next board meeting a comprehensive review of the prior year financial plan and why it fell short, with a brief synopsis of how the prospective years plans will be different and get us to net profitability. CIC to present quarterly numbers, plan to actual - Charles

Second- Joel

Discussion

Vote: All in Favor

B3

Motion to accept B3 with a note that one item is specified as out of compliance so the BOD request the the CIC report back on compliance within 3 months. - Joel

Second: Charles

Vote: All in Favor

B10

Motion: To accept the report - Joel

Second - Nicole

Vote: All in Favor

Review Board Calendar

Move B7, B8, B9 to September

Move Board Monitoring to October

CLOSINGS: Review Tasks & Assignments

Tasks/Assignments

1. Stacie will verify that the new B1 & B2 policies have been added to the policy set available on the website.
2. A subcommittee of the Board will create a comparison document and statement for the ballot, and send to the full board for review by August 23.
3. The board will review and approve the comparison document by August 30 (and send to the Secretary).
4. A subcommittee of the board will write a rebuttal to a con argument, if one is submitted, and send to the board for review by August 23.
5. The policy committee will review the bylaws proposal and recommend any changes to policy to the Board at the October Board meeting.
6. Dan to submit follow up on B1 at the next meeting.

ADJOURN MEETING

Motion: Steven

Second: Delfina

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin
Secretary