



# Board of Directors Meeting Approved Minutes

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Date: November 11, 2019

Convened: 6:01pm Adjourned: 7:48 pm

Directors Present: Delfina Vargas, Kim Glazzard, Steven Maviglio, Barbara Mendenhall, Zina Kotko

Director(s) Absent: Charles Fitzpatrick, Glenn Carnahan

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

Notetaker: Stacie Larkin Meeting Chair: Delfina

## **PRELIMINARIES**

Seated Board Member Zina Kotko

Introductions took place.

## **Agenda Review**

No additions to the Agenda

Motion to approve - Barbara

Second - Kim

Agenda accepted

## **Tasks from previous meeting (October) reviewed**

### **Approve Minutes of Prior Meeting**

Motion to approve - Steve

Second - Kim

All in Favor - October Meeting Minutes approved

## **Announcements**

-Jon Steinman (Author of the book Grocery Story) will be at the Co-op for a book signing event on Thursday.

-The Board had their annual retreat on Friday/Saturday November 1-2. The board was able to use some of that time to meet with the senior staff leadership team.

## **Member Comment Period**

Several comments were made.

## **Interim GM Report**

Tyler Burch gave some highlights of the current operations.

-Our Food Service department received an award for Excellence in Food Safety.

## **Committee Reports**

GM Search Committee - Steven gave a report to the Board on the progress of the committee, the number of applications and an initial meeting with a recruiter.

## **General Manager Monitoring Reports**

### B1 - Financial Conditions

Tyler reviewed highlights of the report. Finance Controller, Angela Borowski, helped answer some questions from the board.

Motion to accept the B1 Monitoring report -Steven

Second - Barbara

Vote

All in Favor

B1 Monitoring report is accepted.

Motion to instruct the GM to remove the \$5 Administration Fee for new members - Steven

Second - Zina

Vote

All In favor

The motion passes.

### B2 - Planning and Budgeting

Tyler gave a broad overview of the B2 report. No questions from the board.

Motion to accept the B2 Monitoring Report - Steven

Second- Barbara

Vote

All in Favor

B2 Monitoring Report is accepted.

### B3 - Assets Protection

Tyler gave an overview of the B3 report, and noted one area (B3.7) that is out of compliance.

Motion to accept the B3 Monitoring Report - Steven

Second - Zina

Vote

All in Favor

B3 Monitoring report is accepted.

## **Committee Chair Appointments**

Finance Committee

Motion to nominate Charles Fitzpatrick - Barbara

Second - Steven

All in Favor

Policy Committee

Motion to Nominate Barbara Mendenhall - Steven

Second - Kim

All in favor

Nominating Committee

Motion to nominate Zina Kotko for the BCDNC Chair - Kim

Second - Barbara  
All in Favor

Member Engagement Committee  
Motion to Nominate Kim Glazzard - Barbara  
Second - Zina  
All in Favor

Election Committee  
Motion to nominate Joseph Boniwell as Chair for the Election Committee - Barbara  
Second - Steven  
All in favor

**Discussion Topics:**

GM Search Committee Charter  
Motion to adopt the GM Search Committee Charter as submitted to the Board  
All in Favor

Motion to appoint Steve as Chair - Zina  
Second - Kim  
All in Favor

2020 Calendar / Board Self Monitoring  
Delfina led a discussion of the calendar items and Board Self-Monitoring.  
A suggestion that the Policy Committee review the monitoring report schedule, and potentially the language of the questions.

Motion to do monthly board monitoring and to direct the policy committee to address the survey question language and the monitoring schedule and to submit a report to the Board on it's findings. - Kim  
Second - Barbara  
All in favor  
Motion passes

Board Representation on Committees  
Discussion and call for interest on the various outside committees (Twin Pines Cooperative Foundation, ECOS, SCCF)

- Twin Pines Cooperative Foundation - Barbara gave some history of the Twin Pines representation
- SCCF - Barbara gave some history of the Fund and our participation.
- ECOS

The Board will continue this discussion at a later date.

**CLOSINGS: Review Tasks & Assignments**

Tasks/Assignments

1. Barbara Mendenhall is tasked with contacting Cathy Murnighan with Twin Pines to discuss the board seat and report back to the Board.

Board Decisions

- The Board removed the \$5 administration fee for new member joins.

- The Board confirmed Committee Chairs:
  - Charles Fitzparick as Finance Committee
  - Barbara Mendenhall as Policy Committee
  - Zina Kotko as Nominating (BCDNC) Committee
  - Kim Glazzard as Member Engagement Committee
  - Joseph Boniwell as Election Committee
- The Board approved a new Committee - the GM Search Committee
  - Confirmed Steven Maviglio as GM Search Committee Chair
  - The board approved the GM Search Committee Charter
- The Board decided to continue monthly self-monitoring and directed the Policy Committee to review the question language and the schedule and report back to the board.

**ADJOURN MEETING**

Motion: Steven

Second: Zina

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant