



Board of Directors Meeting
Date: December 9, 2019
Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	Preliminaries Introductions Agenda Review Review tasks from Nov. meeting Review and accept Nov. meeting Minutes Announcements	Share/ Listen Review Review Review/Decide Share/ Listen	Delfina Delfina Stacie Delfina Delfina / BOD
6:05pm	Open Comment	Listen	Members
6:07pm 6:10pm	GM Report Financial Audit	Information Information	Tyler Charles
6:30pm 6:45pm	Committee Business <ul style="list-style-type: none"> • Finance Committee Appointments • Committee Co-Chair Appointments • GM Search Committee Report Board Appointments <ul style="list-style-type: none"> • ECOS • TPCF 	Action Action Information Action Action	Charles Delfina Steven Delfina Delfina
6:50pm	GM Monitoring Reports B – Global Executive Constraint	Action	Delfina/ Tyler
6:55pm	Discussion Topics <ul style="list-style-type: none"> • Ends Policy, Review & Prepare 	Information	Delfina/ Charles
7:05pm	Closings Review Board Calendar Review Tasks & Assignments	Review Review/ Add/ Edit	All Admin
7:15pm	Executive Session Market Study Review Board Compensation Discussion	Information Information	Hambleton Resources Delfina

1. November Meeting Minutes – p.2
2. Draft Audit – p.6
3. B Monitoring Report – p.20
4. Evaluation of Monitoring Reports Chart – p. 21
5. ENDS Policy – p.22
6. 2019 Calendar – p.23
7. Draft 2020 Calendar – p.24



Board of Directors Meeting Unapproved Minutes

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

	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	Bylaw Meeting 7/13 MQ Article Due 7/18 – Joel		QM & Meet the Candidates Sept. 12	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	Discuss 2020 Retreat dates	Appoint Committee Chairs Financial Audit Board Appointments (ECOS, TPC)
Executive Limitation Reports	No reports	B1, B3, B10	B7, B8, B9	No reports	B1, B2, B3	B
Board Process Monitoring Reports	No Report			D, D1, C & C1, C8, C6, C7		
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. 1-3	Member Days December 7-15

	Jan. 2020	Feb. 2020	Mar. 2020	April 2020	May 2020	June 2020
Board Education & Development		Co-op Café February 29		CA Co-op Conference April 26-27		CCMA, June 4-6 Sioux Falls, SD
Board Engagement Opportunities	Member Quarterly Article Due 1/9		Quarterly Meeting Monday Mar. 9	Member Quarterly Article Due 4/9	Quarterly Meeting Thursday May 14	
Required Agenda/ Packet / Executive Session items	Patronage Refunds Preferred Shares Dividends	Election Schedule		BCDNC plans & Candidate Packets	Review SCCF Grant Proposal	GM Evaluation process Ballot Measures
Executive Limitation Reports	No Reports	Global Ends B1 & B3	No Reports (Quarterly Meeting)	B4, B5, B6	B1 & B3	No reports
Board Process Monitoring Reports	C6 – Officers' Roles	C3 – Agenda Planning & C4 Board Meetings	No Reports (Quarterly Meeting)	C – Global Governance & C1 – Governing Style	D4 – Monitoring GM Performance	C7- Board Committee Principles & C8 – Governance Investment
Co-op. Community Happenings		Member Days February 15-23		Earth Day Bulk Sale Apr 22-23	Member Days May 9-17	

	July 2020	August 2020	Sept. 2020	Oct. 2020	Nov. 2020	Dec. 2020
Board Education & Development			CBLD Sept. 12	Director Orientation	Director Orientation	
Board Engagement Opportunities	Member Quarterly Article Due 7/16		Quarterly Meeting Wednesday Sept. 9	Member Quarterly Article Due 10/16		Quarterly Meeting Dec. 12 Member Quarterly Article
Required Agenda/ Packet Items/ Executive Session		Board Budget (By August 31) Call for Officer Interest	General Election GM Annual Review & Compensation Discussion	Seat New Board Members Review 2020 Calendar Elect Officers	Discuss 2020 Retreat dates Appoint Committee Chairs	Financial Audit Board Appointments (ECOS, TPC)
Executive Limitation Reports	No reports	B1, B3, B10	B7, B8, B9	No reports	B1, B2, B3	B
Board Process Monitoring Reports	No Reports	No Reports	D -Global Management Connection & D1 Unity of Control	D2 – Accountability of the GM & D3 Delegation to the GM	C5 – Directors Code of Conduct	C2 – The Boards' Job
Co-op. Community Happenings		Member Days August 15-23	Farm to Fork SBF Autumn Equinox – Sept. 19		Board Retreat Nov. ?	Member Days December 12-20