



Board of Directors Meeting Approved Minutes

Date: February 10, 2020

Convened: 6:00pm Adjourned: 7:46pm

Directors Present: Delfina Vargas, Charles Fitzpatrick, Kim Glazzard, Steven Maviglio, Barbara Mendenhall, Glenn Carnahan, Zina Kotko

Director(s) Absent:

Staff Present: Tyler Burch (IGM), Keely Aubert (Store Director), Nick Adams (IT Director), Jennifer Cliff (Marketing Director), Angela Borowski (Finance Controller)

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

Notetaker: Stacie Larkin Meeting Chair: Delfina

PRELIMINARIES

Introductions took place.

Agenda Review

Add Action item for BCDNC Report, add committee members for ME&EC, add GM verbal report (after comment period)

Motion to approve agenda with amendments- Barbara

Second - Steve

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting

Motion to approve January meeting minutes - Barbara

Second - Steve

All in Favor

Minutes approved

Announcements

Events - CA Co-op Conference, CCMA

Member Comments

Some comments were made.

GM Report

Tyler Burch gave a verbal overview of the status of the co-op.

Committee Business

Nominating Committee

Committee sent a plan to the board.
Motion to approve - Barbara
Second - Glenn
No Discussion or additions. (plan attached at end of minutes)
All in Favor
Plan approved

GM Search Committee
Committee has done 2 rounds of interviews, and had a meeting to discuss. The full board will do interviews of a group next week.

Election Committee
No Report.

Committee Appointments

Nominating Committee
Motion to nominate Michelle Reynolds & Wilson Head for the Nominating (BCDNC) Committee- Zina
Second - Glenn
All in favor

Policy Committee
Motion to nominate Alan LoFaso, Barbara Daly, Georgianna Pfost - Barbara
Second - Kim
Vote: All in Favor

Election Committee
Motion to Nominate Barbara and Glenn - Steve
Second - Kim
All in Favor

Member Engagement & Education Committee
Motion to nominate Jack Boniwell for the Member Engagement committee - Kim
Second - Barbara
Vote: All in favor

Election Timeline

Joseph Boniwell (Election Committee Chair) joined the table to discuss the Election Timeline.
Board decides to remove the due date and the requirement for the Statement of Interest for candidates to run by petition.
Candidate photos and statements will be posted 'as soon as possible.'
Add 'if applicable' about bylaws amendments.

Motion to approve the Election Timeline with above amendments - Charles
Second - Barbara
Vote: all in favor

GM Reports

B1 - Financial Conditions
Board members commented on the report.

B3 - Assets Protection

The board had no comments or questions for B3

Motion to accept both B1 and B3 reports - Barbara

Second - Charles

Vote: All in Favor

ENDS

The board each took a section to review, each board member took 2 minutes to do an oral overview of their specific sections.

Motion to accept the Ends report - Steven

Second - Charles

Vote

In favor: Charles, Barbara, Zina, Glenn, Steven, Delfina

Opposed: Kim

Report is accepted

Board Self-Monitoring

C3 - Agenda Planning

C4 - Board Meetings

No discussion or questions.

CLOSINGS: Review Tasks & Assignments

Tasks/Assignments

1. Joe will send the final Election Timeline, Stacie will post to the Election Section of the website.
2. Member engagement committee report added to future agendas.

Adjourn Meeting

Motion to adjourn meeting - Barbara

Second - Charles

Vote: all in favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant

February 3, 2020

TO: BOARD OF DIRECTORS
FROM: ZINA KOTKO, STEVEN MAVIGIO
RE: BOARD CANDIDATE DEVELOPMENT AND NOMINATING COMMITTEE
BOARD RECRUITMENT PLAN 2020

The committee's charter requires us to submit a plan to the Board for approval to recruit Board candidates. This plan will dovetail with the election timeline, which, once proposed by the Election Committee and approved by the Board, will require us to swing into action almost immediately.

This year, we have two Board positions open. In addition, many of our committees need to be filled beyond the appointments of Board members made at the last several Board meetings.

Just as a reminder, recruitment of qualified and appropriate candidates is not a one-month or even a three-month process. It is a YEAR-ROUND responsibility which requires that *each board member* constantly keep an eye out for potential candidates. All directors should approach potential candidates, point out their qualifications, and ask them to think about running for the board. The best candidates will want to think about this and spend some time getting to know more about the co-op and the issues it faces, before making the decision to take on such a position of responsibility. In addition, many of the best candidates may need to clear their crowded schedules.

The below are some of the strategies we hope to deploy:

COMMITTEE RECRUITMENT

- Send email to Co-op membership on committees and requesting interest (*We've completed one of these);
- Post information on social media platforms including Facebook, Instagram, Twitter. (*One of these have been posted; we need to do these again);
- Poster on the Board bulletin board in the store seeking individuals;
- Asking committee chairs to recruit committee members; and
- Include questions at the end of annual Board survey to membership (similar to the past).

BOARD RECRUITMENT

- Work with existing Board members for recommendations throughout the year;
- Hold "Want to Run for the Board" workshop;
- Send two emails to membership with a call for candidates, with one promoting workshop;
- Committee tabling outside and inside the store 2 to 4 weeks prior to workshop to promote the workshop and identify possible candidates;
- Extensive social media campaign featuring specific attributes desired in candidates and promoting workshop (some samples from other Coops have been sent to Jennifer);
- Outreach to major organizations in Sacramento with request to attract diverse candidates, such as reaching out to ethnic groups with Coop members;
- Dedicated board recruitment website page similar to this:
<https://middlebury.coop/participate/joining-our-board/>