



Board of Directors Meeting Approved Minutes

Date: March 9, 2020

Convened: 6:00pm Adjourned: 7:05pm

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), 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

Table the Election Information Packet until the next meeting.

Motion to approve agenda with amendment - Steven

Second - Charles

All in favor

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting

Add to Election Timeline "and requirement" - to clarify that the board removed the due date as well as the requirement for statement of interest form for candidates running by petition.

Motion to approve February meeting minutes - Charles

Second - Steven

All in Favor

Minutes approved

Announcements

Mention of Winnie Detwiler and that there will be a more formal recognition of Winnie at the Quarterly meeting following the board meeting.

Board members recapped the Co-op Cafe.

Member Comments

Several comments were made.

GM Monthly Report

Tyler gave a verbal report to the board.

Tyler spoke to the recommendation for an alternative to a patronage refund for members.

Communication plan will be a letter from the President emailed to members, and included in the next member quarterly newsletter.

Motion to accept the Patronage Alternative of a \$5 coupon off of a \$75 purchase - Charles

Second - Barbara

Vote

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

Opposed: Zina and Kim

NCG Agreement

Annual Agreement that all member co-op's enter into.

Motion to table the decision until next meeting - Zina

Second - Kim

Vote

In Favor: Kim, Zina

Opposed: Charles, Glenn, Steven, Barbara, Delfina

Motion to have time for further discussion on this item - Kim

Second - Zina

Vote

In favor: Kim, Zina

Opposed: Charles, Glenn, Steven, Barbara, Delfina

Motion: IT IS HEREBY RESOLVED that the cooperative wishes to be and remain a full participating member of the National Cooperative Grocers Association (DBA National Co+op Grocers and herein referred to as NCG), and FURTHER RESOLVED that the Board of Directors has authorized Tyler Burch, the co-op's designated representative (DR) to NCG and all successor DRs, to sign and abide by the NCG member agreement. - Charles

Second - Barbara

Discussion: Members of the board discussed the matter and Tyler Burch gave some historical background and data. Members of the board also spoke to our historical relationship with NCG. Some concerns were raised.

Vote

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

Opposed: Kim, Zina

Motion passes

Committee Reports/ Committee Business

GM Search committee gave an update

Several candidates will have further interviews and a dinner with the board at the end of March and early April

Policy Committee gave an update

The committee is working on the language of questions for the board self monitoring and potentially creating interpretations for the policies to assist board members in answering the questions.

Member Engagement Committee gave an update

The committee met and discussed ways to promote events, and ideas for members to meet the new general manager.

The committee discussed bringing farmers or other speakers to quarterly meetings, possibly May.

Nominating Committee gave an update

Committee met and is working on an action plan.

Election Committee

Request appointment of Ellen McCormick to Election Committee

Motion to nominate Elen to the Committee - Barbara

Second - Charles

Vote

All in favor.

Discussion Topics

Policy C5 - Board Code of Conduct

The board directs the policy committee to look at policy C5, research other Co-op's policy and suggest improvements.

Motion to refer C5 to the Policy Committee - Steven

Second - Charles

Vote

All in favor

CLOSINGS: Review Tasks & Assignments

ADJOURN MEETING

Motion: Charles

Second: Glenn

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant