

Board of Directors Meeting
Monday, December 21, 2020 via Zoom
Facilitator: Rebecca Williams | Minutes: Gretchen Johnson

Directors: Victoria Birkbeck, Peter Frank, Mike Strode, Teresa Meza, Whytnee Bush, Troy Martin, Robert Montoya. Absent: Paul Williams, Don Washington. **Owners:** l'Talia McCarthy, Nancy McClelland, Rebecca Williams, Brock Auerbach-Lynn, Gretchen Johnson

6:02 Opening

- Review of meeting norms.
- Director Check In: Favorite December food item.

6:06 Meeting Agenda

- V. Birkbeck proposes moving retreat talk after owner comments to delay B report since N. McClelland will be arriving late.
- V. Birkbeck proposes striking discussion of board vice president and board retreat date from the agenda, both pending further discussion.
- R. Williams motions to approve all changes; all in favor.

6:08 Approvals

- P. Frank moves to approve consent agenda and approvals; all in favor.

6:09 Owner Comments (Mike)

- T. Meza suggested adding interruptions via chat.
- R. Williams asked about using 10 minutes since there were no owner comments; no requests from directors.

6:31 Operations Report

- P. Frank: How is the facility handling extra inventory? Is there capacity to do as NCG recommends? l. McCarthy response: Space has always been an issue; use a calculator to determine what can be ordered/stored. Can store paper goods in the basement. Not comfortable wishlisting any renovations to current space since we don't own the store; can always rent storage space. Store managers working on a communication regarding COVID 19 updates and out of stock.
- Discussion around how to allow for purchases if internet is down. Store is getting an ATM, can waive service fee if unable to accept credit cards.
- V. Birkbeck motions to approve operations report; all in favor.

6:24 Board retreat

- Discussion around finding date and setting agenda for board retreat. Preferences expressed for a getting-to-know-each-other activity; remaining grounded in current financial realities; focusing on one or two big topics. Possible to schedule 6 month follow up retreat. Some staff union concerns that should be addressed at another meeting.

6:40 **B1 Report**

*Noted that R. Montoya is unable to respond during this portion due to call-in difficulties.

- R. Williams reminds all directors that definitions and acronyms can take years to learn; name what you need to know, slow down discussion if necessary. Checked to see if everyone read the report and understood definitions; all respond yes.
- R. Williams check: Adequate data to determine compliance; all reply yes. Does data demonstrate compliance? All reply yes. Where we are out of compliance, does the pathway to compliance seem appropriate? All reply yes.
- I. McCarthy: We will see a decrease in ownership and increase in withdrawals due to increasing unemployment (same thing is being seen in many NCG coops).
- P. Frank: There is a lot of bad news in the report, but comforted that sales continue to grow and there is an end in sight with completion of operational project improvements.
- M. Strode: Use of decision tree to guide discussions can make things move quickly; want to pause and check in.
- V. Birkbeck: Great report, but if we need to rebuild meeting to leave room for strategic conversations or education, can also be done. P. Frank happy to facilitate financial education discussion next quarter.
- T. Meza motions to accept report without edits; all in favor.

6:54 **B2 Report**

- R. Williams checks to see if all members have read report. One member only had time to skim; thanks for honesty. N. McClelland recommends reading budget assumptions if no time for anything else.
- R. Williams: Questions about definitions or interpretations for policy? All respond no. Data in report seems reasonable? All respond yes. Questions about data provided to determine compliance? All respond no. Does data demonstrate compliance when listed? All respond yes. Where we are out of compliance, is there an acceptable pathway? All respond yes; only modification is to update equity.
- Discussion around cutting expenses. Currently no cushion in budget. Coding project being done to figure out which departments are over- or under-performing (overall combined margin is very accurate).
- T. Meza corrects new ownership budget projections (should be 100 not 250).
- M. Strode: Being in compliance is not the most important thing. N. McClelland concurs, notes that communicating is the most important thing. Emphasizing compliance above all else creates incentive to hide information. I. McCarthy offers to reintroduce scale to show how close or far we are from compliance; all agreeable.
- P. Frank motions to accept the report; all in favor.

7:18 C7 Report

- R. Williams checks to see if everyone has read the report; two members respond no. Decision made to continue with report.
- W. Bush: Interpretation of C7.1 that committees support the board. T. Meza: Committees do not break off on their own.
- V. Birkbeck: Evidence is that committees have good charters, there is an annual review of charters, committee meeting minutes are included in general monthly board packet. P. Frank: All committees are activated.
- R. Williams: Does data find us in compliance? All respond yes.
- V. Birkbeck defines C7.2 and C7.3: Owner linkage did a lot on behalf of board. T. Meza: The Brine newsletter speaks on behalf of board. P. Frank: Committees not pursuing objectives outside of board aims. T. Martin: Performed C7.3 when forming policy committee; looked at roles and responsibilities.
- T. Meza: Committees do this well but when does board review their work? V. Birkbeck: Board reviews and approves committee charters. M. Strobe: Committee notes submitted to board packet; major communication projects come back to board in form of proposals submitted for approval. N. McClelland: Had weak committees before. Strong committee engagement is good. Ongoing communication with general manager important to determine if board or committees are overstepping bounds (no specific examples to cite).
- R. Williams: Does data demonstrate compliance? All respond yes.

7:36 Committee Reports

- Owner linkage (M. Strobe): Updated charter to expand duties, implement strategic owner linkage plan since there currently isn't one. Committee will generate and submit for board approval. Provide input to marketing. Staff liaison is required role for communications. Potential revamping of hands-on owner program. Will continue owner orientations. Board recruitment to begin in spring; will present slate of candidates for board of directors prior to annual election for board approval.
- Policy and bylaws (W. Bush): Hope to have 4 people. Discussion around deciding which bylaw changes to address; will share backlog with entire board so all directors can review and decide. W. Bush is working on edits to charter; chair of committee will be elected at next meeting.
- GMED: V. Birkbeck moves to dissolve GMED committee; all in favor. Reasons: Many responsibilities are actually that of policy committee. In reality the whole board is evaluating the general manager all year long.
- Finance committee will present charter next month.
- T. Meza motions to approve owner linkage and policy committee reports; all in favor.

7:58 Next Month's Agenda

- Global ends report will be divided into sections and reviewed by board buddy groups. All will read whole report.
- Expect to get Paul Williams' resignation in January due to a move.
- V. Birbeck motions to invite B. Auerbach-Lynn to join board as a director; all in favor.

8:03 Meeting Assessment: One thing you'd like to know about fellow directors.

- V. Birkbeck: Went a little long, bit of a surprise attendance problem. Good ideas for improvement.
- M. Strode: Good meeting, board packet prep going more smoothly.
- T. Meza: What is everyone's socialization style.
- W. Bush: Enjoyed meeting. How tall is everyone?
- T. Martin: Good meeting, feel like I'm in good hands. Favorite/most tolerable sport?
- R. Montoya: Meeting went well, in good hands. Favorite beverage?
- P. Frank: Good meeting. What is it like to be around a table in person?
- N. McClelland: Who likes to go dancing?
- G. Johnson: What are you reading?

8:13 Adjourned.