

Board of Directors Meeting
Monday, November 16, 2020 via Zoom
Facilitator: Rebecca Williams | Minutes: Gretchen Johnson

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

6:03 Opening

Director Check In: Describe your perfect day off.

6:14 Meeting Agenda

- V. Birkbeck proposes taking 10 minutes from global ends to add to calendar time in order to discuss appropriate rescheduling; all in favor.

6:17 Approvals

- V. Birkbeck proposes seating new directors and accepting conflict of interest forms; all in favor.
- V. Birkbeck proposes approval of meeting and communication norms; all in favor. PF notes that everyone should be sure to check email and Slack every few days; MS notes that norms will be discussed further on board retreat.
- V. Birkbeck proposes approval of finance and owner linkage committee reports; all in favor. PF noted that margins
- V. Birkbeck proposes approval of October minutes; all in favor.
- V. Birkbeck proposes approval of October draft of The Brine; all in favor. PF will send finance committee report for inclusion.
- V. Birkbeck proposes approval of new owners and repurchase requests; all in favor.
- V. Birkbeck proposes posting updated bylaws and policy register to DPFC website; all in favor.

6:25 Owner Comments (Mike)

- D. Lynn: Welcome to the new directors!
- T. Bugh: Welcome to new directors. How will margins reports be used? I. McCarthy: Used to check against inventory and department reports to keep us aligned.

6:31 Operations Report

- N. McClelland: Correction to issue. October 2020 sales are \$670, 067 and October 2020 share withdrawal is \$840. Addressing issues in reporting of owners.
- P. Frank inquired about board admin position; I. McCarthy will update in another meeting.

- P. Frank inquired about protocol for sharing COVID exposure. I. McCarthy has finalized 'sharing tree'; an RN is currently looking over it and she will share in the next couple of days when it is finalized.
- V. Birkbeck inquired about union contract; I. McCarthy will share.
- M. Strode inquired about where to include equity purchases from existing owners. I. McCarthy unsure whether POS system can currently track that; only reporting on new owners currently.
- P. Frank proposes approval of report; all in favor.

6:46 **Global Ends**

- I. McCarthy mentions that report is not complete. Should not report on Global Ends to a brand new board; better to have it before Annual Meeting.
- V. Birkbeck proposes moving the report to January/retreat time; all in favor.

6:55 **Officers' Roles**

- Practice going through worksheet for new board members.
- P. Frank proposes sending C6.6 to policy committee for review; C6.6a and C6.6b are no longer used) all in favor.
- V. Birkbeck suggested sending language on attendance to policy committee and to ask them to review attendance policy.
- V. Birkbeck suggest Policy Committee defines standards for "overriding conflict of interest" for board candidates prior to Board Election 2021, all in favor

7:05 **Seating new directors**

- P. Frank nominates V. Birkbeck for president; all in favor.
- V. Birkbeck motions to move VP vote to next month; all in favor.
- M. Strode self-nominates for secretary; all in favor.
- V. Birkbeck nominates P. Frank for treasurer; all in favor.

7:14 **Review annual meeting and election**

- Discussion of where to post video of meeting: not on website - for owners only? Email it out? Password-protected YouTube video (could also track engagement)? Just offer minutes, as we have in the past? Minutes are required. Could add video to Brine and only send to members.
- V. Birkbeck proposes posting minutes online and including note in Brine: if you want to see recording of annual meeting, come to next owner orientation; all in favor.
- V. Birkbeck proposes sending language about board candidates and conflict of interest to policy committee to resolve before 2021; all in favor.
- Question about membership of organizations: I. McCarthy responds that this practice is out of compliance and that organizations shouldn't be members of the coop.
I. McCarthy proposes operations and staff handle membership questions; all in favor.

7:33 **Onboarding and CBL**

- V. Birkbeck checked on trainings and invited new directors to share.

- T. Martin: CBL allowed for a lot of breakout sessions and feedback from other directors.
- W. Bush: Agrees, enjoyed connecting to network of people and resources.
- T. Meza: Enjoyed breakout rooms

7:34 **Board Buddies**

Assigned board mentors and mentees:

- Troy and Peter
- Teresa and Rebecca
- Mike and Whytnee
- Victoria and Robert

Brief overview of what everybody would like to learn.

7:41 **Board Retreat**

Full day with Thane. Discussion of format: Shouldn't be too long or too broken up; 2 hour chunks with breaks? Poll will be sent to find date that works with everyone. Suggestion to have second retreat 6 months after first. Check Thane's availability, discuss themes, mock up agenda options.

7:53 **Board Calendar**

- Move global ends to January.
- I. McCarthy requests that reports calendar coincides with financials. B1 and B2 can stay the same; move B6 up. Would like to do another staff survey in March or April.
- P. Frank suggests moving B4 and B5 reporting from January to the summer: B5 in July and B4 in August, C1 to September? Add margin review to February, May, August for finance committee.
- I. McCarthy suggests that board start thinking about annual meeting in July; V. Birkbeck suggests that the planning also be discussed throughout the year by the owner linkage committee.
- Members should attend committee meetings; will decide next month.
- I. McCarthy would like to be part of policy committee.
- V. Birkbeck proposes approval of changes to calendar; all in favor.

7:41 **Meeting Assessment**

- M. Strode: Lift up R. Williams' facilitation!
- T. Meza: Put discussion points in chat for recording purposes? Make packet a live document?
- D. Washington: R. Williams and V. Birkbeck both did a great job. Keep meetings to 90 minutes?
- T. Martin: Liked flow of meeting.
- P. Frank: Good meeting, good rapport. Create stack in chat to help flow?
- V. Birkbeck: Will more evenly distribute agenda topics in the future.
- W. Bush: V. Birkbeck and R. Williams did a great job! Utilizing chat better would be very helpful.
- N. McClelland: Detailed minutes from committees were very helpful.

8:14 **Adjourned.**