

Board of Directors Meeting
Monday, November 19, 2018
6:01pm open | 9:15pm adjourn

Call to Order & Check-in

6:04pm, Discussion

Directors: Tony Bezsylo, Sean Shatto, Norma Samame, Celeste Levitz-Jones, Ally Young, Rebecca Reynolds, George Langford, Sendy Soto, Brian Perea.

Owners: Brian Solem (facilitator), Gretchen Johnson (scribe)

Rounds question: giving thanks, appreciations.

Consent Agenda

6:11pm, Decision

- File October Meeting Minutes
- Accept C5 report: Director Code of Conduct
- Approve new owners and share repurchases
- Accept Operations report
- Accept Finance Committee report
- File 2018 Annual Meeting Minutes + Owner Input

All items above passed with consensus.

Meeting Agenda

6:14pm, Decision

- 10min taken from Annual Meeting debrief, added to officer election.
- No owners present; drop 10min listening section. (Time may be used to lengthen discussion.)

Revised agenda adopted with consensus.

GM Monitoring: BI, Financial Condition

6:15pm, Decision

Report accepted as demonstrating non-compliance with global BI policy, with concerns around the development of fiscal jeopardy.

- **BI.1-4:** Accepted as demonstrating compliance.
- **BI.5:** Accepted as demonstrating non-compliance, noting material deviation from business plan.
- **BI.6:** Not accepted; insufficient data to determine compliance. Request for information: outcome from next CCLF call, including definition of 'slightly short.' Reservations expressed about use of operational cash with unclarified impacts. Flagged for policy committee: review use of future tense language.

Motion to borrow 10 minutes; approved.

Motion to borrow 8 minutes; approved.

- **BI.7-12:** Accepted as demonstrating compliance.

GM Monitoring: BI I, Community Responsibility

7:10pm, Decision

Report accepted as demonstrating compliance with global BI I policy. Opportunities for strategic work in this area, topic worth revisitation during upcoming board retreat.

- **BI I.1:** Accepted as demonstrating compliance. Note to clearly identify issues in future.
- **BI I.2:** Accepted as demonstrating compliance. Note to clearly identify common goals in future.
- **BI I.3:** Accepted as demonstrating compliance. Note to relate to ownership goals in future.
- **BI I.4:** Accepted as demonstrating compliance. Flagged for review by policy committee: effort does not equal outcome; difficult to measure.

Break _____

7:29pm

Annual Meeting Debrief

7:42pm, Decision

- Feedback/reflection points:
 - GL: Good engagement, better space than last year.
 - TB: Had wicked conversations with people in small groups, lots of interesting ideas on post its.
 - CLJ: Went really well; didn't stay on topic but pleasantly surprised at how radical people were. Meeting being a place where owners realized they could make an impact. Gave an opportunity for people to connect.
 - RR: Did anyone hear any outside reflection? AY: Yes, good interactional exercise but shallow.
 - SeS: Thought it went well, why not have candidates say something? NS: Meet-the-candidates event prior wasn't well attended; could be a bigger thing next year. SH: Perhaps extend voting deadline past Annual Meeting? RR: discussion to be continued within Election Committee.
 - AY: 65 attendees, lowest annual meeting turnout in our short history. Continue coupling in-store event and offsite meeting, or de-couple for next year?
 - SS: Undercurrent of "community": how do I get involved, what are engagement opportunities, how does the co-op get involved in larger movements in the city?

Election of Officer Roles

7:54pm, Decision

- President: George Langford. All in favor.
- VP: Celeste Levitz-Jones. All in favor.
- Treasurer: Sean Shatto. All in favor.
- Secretary: Ally Young. All in favor.

SH suggested next mid-month check-in meeting be with all new officers.

- Owner Liaison: Tony Bezsylo. All in favor. Proposed chartering committee, RR suggests it be merged with existing Election committee efforts. BP expressed interest.

RR brought up populating committees. Chairs will be decided in first committee meetings.
5min borrowed from action items section.

- GM Dev & Eval: SS, CLJ, GL, RR. SS will coordinate next meeting.
- Finance: SS, CLJ, RR. SS will coordinate next meeting.
- Election: NS, CLJ, TB, SeS + AY as staff liaison. CLJ will coordinate next meeting.
- Policy: AY, GL, NS, BP. AY will coordinate next meeting.
- Living Wage Working Group: SeS and BP volunteer. AY will coordinate first meeting.
- AY motions to charter an executive committee. SS will draft and submit a charter for Dec mtg.

Action Items, December Agenda, Announcements

8:09pm, Decision

Scheduling:

- Regular meeting date for FY18-19 cycle: currently 3rd Mondays; SH has expressed that 4th Mondays would be better for financial reporting cycle. CLJ will do an online poll to determine.
- Board retreat date: 8 hour retreat, preferably above ground. CLJ will do online poll to determine.
- Coffee with the Board: next date in January. TB will organize.

December Agenda:

- GM Monitoring: B4, Ownership Rights & Responsibilities
- Board Monitoring: C1, Governing Style (TB)

Announcements:

- Food for Change screening & panel tomorrow, 8pm @ Comfort Station
- \$5 Dinners starting Wednesdays in December! Come by the co-op, bring pals!

Executive Session

8:25pm, Discussion

Directors reviewed updates from the GM Development & Evaluation Committee.

Meeting adjourned at 9:15pm.