

Board of Directors Meeting
Monday, August 17, 2020 via Zoom
Facilitator: Rebecca Williams | Minutes: Gretchen Johnson

Directors: Peter Frank, Mike Strode, Ally Young, Celeste Levitz-Jones, Rebecca Williams, Victoria Birkbeck, Absent: Don Washington, Brian Perea. **Owners:** l'Talia McCarthy, Nancy McClelland, **Guests:** Lis Harvey.

6:03 Opening

Director Check In: Feedback on abolitionist challenge

6:11 Meeting Agenda

- NM requests 6 minutes of owner comment time to provide feedback after operations report

6:13 Approvals

- CLJ moves to file July meeting minutes in September due to needs for edits; all in favor.
- CLJ moves to file conflict of interest forms on hand and do policy review when all have been received; all in favor.
- AY moves to add on approval to return for owner that is moving; all in favor.
- CLJ moves to approve Ubiquity; all in favor.
- MS will file formal minutes from owner linkage committee in next meeting.
- VB will submit proposal for Brine email newsletter.
- Customer survey will be sent out.
- RW moves to approve application; all in favor.

6:22 Owner Comments (Mike)

6:24 Operations Report (l'Talia)

- CLJ clarified that only additions are needed since everyone has read the report.
- NM reviewed changes: July 2019 sales went up by \$20,000 and July 2020 by \$10,000 but inferences do not change.
- IM will include Mercato sales as line item as report does not accurately reflect those transactions; needs to be higher but total transactions is a pretty good picture. Provided facilities update.
- Update on Wegner audit and progress toward internal control recommendations will be reviewed in finance committee.

- Discussion of board administration position: IM will draft job description and send it to board. AY does not think this position should report to board, monitor instead through B8 policy. RW proposes CLJ and IM meet to co-manage position.
- AY moves to put share approvals in ops report (with vote to approve it); all in favor.
- RW moves to approve report; all in favor.

_____ Policy Monitoring: Executive Limitations _____

6:42 **Monitoring: B10**

- AY raises concern that interpretation does not operationalize communication to team around selection guidelines; evidence answers question but it is not in interpretation. PF inquires about whether product guidelines need to be updated (no).
- RW moves to approve; all in favor.

6:45 **Monitoring: B11**

- PF happy to see feedback and trends in future; suggested getting EBT and SNAP data to better understand customer base - info from customer survey?
- AY suggested co-writing reports with department heads to better capture work that is being done. Process for hiring from community needs support although outcomes are good.
- RW moves to send B11.4 back for reinterpretation upon HR hire after AY raises concerns about lack of process around hiring community candidates; all in favor.
- MS suggests including how many referrals are received back from local organizations as a measurable outcome. AY also suggests that HR staff revisit commitments to local organizations, raise concern for incoming HR manager.
- RW moves to accept rest of report; all in favor.

_____ Policy Monitoring: Board Process _____

7:02 **Monitoring: D1**

- IM confirms she has not received any unreasonable requests from board and would feel comfortable turning them down; has received no reports from staff of board overstepping boundaries.
- Discussion of changing policy with regards to board admin (no). Need to have clear job description that outlines what they will be held accountable for. Board clearly has no control over hiring, firing, discipline of employees.

7:08 **Monitoring: D2**

- RW clarifies operational definition: The GM can refuse requests or manage expectations as related to a director or committee making assertions that they need to do something. Evidence provided on call tonight.
- RW moves to accepting as in compliance; all in favor.

- VB clarifies operational definition on D2.1: If GM is successful, coop is successful. MS provides evidence: in process of evaluating GM, and the review stands as evidence of our process in developing and supporting GM.
- RW moves to accept report as in compliance; all in favor.

7:22 Board Perpetuation

- Discussion of filling board seats and how to proceed with onboarding and training, create roster of applicants.

8:03 Board calendar review (Ally)

- GM to do B1 and B2 reports
- D3 and D4, C4 moved to October
- Revisit which reports will be looked at for the next 3 months.
- AY will compile docket of last year's policy flags, send it to new secretary.

8:19 Meeting assessment: Farewell to Ally.

8:30 Adjourned.