

Board of Directors Meeting
Monday, January 15, 2018
6:00pm check-in | 9:00pm adjourn

Check-in (Discussion, 10min)

Directors: Sean Shatto (facilitator), Rebecca Reynolds, Claudia Richman, Norma Samame, Ed Corcoran, Ally Young, Celeste Levitz-Jones, George Langford, Tony Bezsylo. *All present.*
Staff: Sharon Hoyer (GM), Paula Gilbertson (NCG), Audrey Sekendur.
Owners: Meghann Wilkinson (recorder)

Consent Agenda (Decision, 5min)

- December Meeting Minutes approved
- Finance and Policy Committee Reports accepted
- New B10 policy on Product Selection passed
- Tony approved as new Owner Liaison

Proposed Finance Committee charter pulled for discussion.

Meeting Agenda (Decision, 5min)

Discussion on the Finance Committee Charter added after owner comments.

Owner Comments (Listening, 10min)

Tony Bezsylo, Owner Liaison

No owner comments.

Finance Committee Charter (Decision, 5min)

Ed Corcoran, Treasurer

AY requests revisions around membership of committee, PG advises that committee should serve the board, not the co-op as a whole. EC will revise, post to Loomio, look to pass in consent agenda next month. Committee will continue to function as charter is formalized.

Operations Report (Decision, 20min)

Sharon Hoyer, GM

Dec sales slowed on trend with years prior, first week of Jan looking back on track.

Dec books still open, not able to report financially to NCG because we're not able to close our books in a timely fashion. Working with accountant to hit marks and also looking into other firms that might be better suited to our new needs.

Celeste, Tony, and Ed joining up to support owner loan campaign, will be meeting next week to go through call materials. Capital campaign report will remain part of the operations report.

Will report on new product selection guidelines in March.

Questions fielded, report accepted.

Policy Governance Principles (Presentation, 10min)

Sean Shatto, President

As identified in our CI report, we needed a recap! What we get from using PG: empowered, accountable GM and staff; board entrusted with oversight of the co-op; board with unified, democratically-informed voice; clear process for board work.

AY likes “that the board will become more of a think tank for vision rather than a reviewer of staff decisions and activities.” PG sees successful boards dedicate $\frac{1}{3}$ of their time to forward-looking education/discussion (videos, presentations, speakers, reading books, owner focus groups, retreats).

Policy Change: A, Global Ends (Decision, 20min)

Ally Young, Secretary

Draft approved to share with owners for feedback at upcoming Coffee with the Board event as a work in progress for feedback.

AY will schedule a Feb policy committee meeting to discuss, open to all directors who’d like to weigh in. Will also post language online, open for comments.

Decision scheduled for February meeting agenda.

GM Monitoring: B7, Communication to Board (Decision, 10min)

Sean Shatto, President

B7.1: accepted as compliant. AY will get an updated copy of policy to GM.

B7.2: accepted as compliant. RR concern: accounting delays initially brought to attention by NCG.

B7.3: accepted as compliant. Note that future reports should include corridor peer performance / industry standards as comparative trend lines, as discussed during finance cmte mtg.

B7.4: accepted as compliant.

B7.5: accepted as compliant.

B7.6: accepted as compliant, with note that in the future, interpretation refer to “in a timely fashion” and data to include equity repurchases and new owner shares.

In the interest of time, retreat debrief item shortened to 5min, break shortened to 5min.

GM Monitoring: B8, Board Logistical Support (Decision, 10min)

Sean Shatto, President

B8.1: accepted as compliant.

B8.2: accepted as compliant. SS will be setting up new Loomio acct that will include board, Paula, Tom.

B8.3: accepted as non-compliant with directive to update website to include minutes from Oct/Nov meetings.

Board Monitoring: C2, The Board's Job (Decision, 20 min)

Rebecca Reynolds, Vice President

C2.1: compliant. AY will work with TB on making committee info more available to owners.

C2.2: noncompliant, with consequence that board review the capital finance reports on a monthly basis.

C2.3: compliant.

C2.4: compliant, still some sorting out of president and secretary roles regarding agenda creation. Owner Liaison should be included with data.

C2.5: noncompliant, with consequence that current board will stick to annual calendar set at the beginning of this cycle. Board monitoring was not prioritized during expansion.

C2.6: noncompliant, with consequence to schedule follow-up monitoring on this in October to be ready for new directors, election committee will support this. (Could be called succession or board perpetuation committee.) Data correction: CDS consults with board. AY: we are more in compliance with this stuff than we have ever been

C2.7: decision to strike policy, as GM now has oversight of accountant.

Board Monitoring: C3, Agenda Planning (Decision, 7 min)

Celeste Levitz-Jones

C3.1: compliant, flagged for revision to reflect Oct-Sept board cycle.

C3.2: compliant.

C3.3: compliant.

C3.4: non-compliant, with consequence of review again in May. Goal of only using meeting time to discuss concerns around specific policies/elements of reports vs. walking through decision tree for each sub-policy.

C3.5: non-compliant, with consequence to regain compliance by next month. Secretary/president roles need clarification.

C3.6: compliant.

C3.7: decision to strike this sub-policy as no longer relevant, and potentially dangerous.

Retreat Debrief (Discussion, 2min)

Sean Shatto, President

We need to take more time to think about big picture things together. Will bring discussion online.

Closing, Feb Agenda, Announcements (5 min)

Ally Young, Secretary

February agenda:

- GM Monitoring: BI for Q2
- Board Monitoring: C4 on board meetings (SS and TB will do this)
- Scheduled decision to pass updated Ends policy

Calendar:

- Coffee with the Board Feb 10
- Elections Committee meeting Feb 21
- More robust digital newsletter planned for March, with Feb submission deadline

Meeting Evaluation & Check-Out (5min)