



Board of Directors Meeting Approved Minutes

Date: August 14, 2023

Convened: 6:07pm Adjourned: 8:05pm

Directors Present: Manny Leon, Barbara Mendenhall, Brian Pimentel, Arnold Sowell, Alexandria Jang, Prasanna Regmi, Delfina Vargas (attending via Zoom), Felicia Thomas-Hill (attending via Zoom)

Director(s) Absent: Jeneba Lahai

Staff Present: Brian Munn (IGM/Store Director), Tyler Burch (HR Director), Angela Borowski (Finance Controller), Stacie Larkin (Marketing Director), Nova Weatherwax (Merchandising Director)

Members and Guests Present: Members attending via ZOOM

Notetaker: Elizabeth Ortiz Meeting Facilitator: Manny Meeting Chair: Manny

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve August agenda - Barbara

Second - Alex

Agenda approved

Tasks from previous meeting

Tasks reviewed

Approve Minutes of Prior Meeting:

Motion to approve July meeting minutes - Prasanna

Second - Manny

6 in favor/0 opposed/2 abstentions/1 absent

Minutes approved

Member Comments:

None.

GM Update:

Brian Munn stated the Sip and Savor event had a great turnout, there were about 60 people who attended.

This month is Member Month, so far we have had 70 new member joins.

The patio is currently under construction, we are having a hard time finding some fixtures but it is not holding the work back. Metal work has been completed and currently working on plumbing. Still on track for finishing the patio by September 4th.

Still looking for a Finance Director, currently going through first interviews and will soon move to second interviews.

Briar Patch had their grand opening for the new Auburn store! Some of our staff went and helped with prep for their opening day.

NCG Fall meeting in September, Brain will be attending.

Farm visit will be October 22nd - details to come soon.

Brian spoke with John from NCG about the proforma for the possible store on R St., it is almost done with just a few questions left. We are still waiting to hear from the city for an update.

IT infrastructure - Saturday evening the system was down, the switches are coming soon and the registers were back open on Sunday

B1 - Financial Condition

Brian prefaced that the ERC payments are included in this report so there are some really great jumps shown. Questions regarding the ERC Payment were brought up regarding where the money is stored and if it is a taxable source of money, Brian stated that because the ERC is given because of labor that means it is taxable.

Motion to approve the B1 policy as presented in the packet - Barbara

Second - Alex

All in favor

B3 - Asset Protection

A question came up regarding the Farm insurance, does 'Farm Dwelling' refer to the entire farm or just the house? Brian stated that he will come back to answer the question and update the table to specify.

Barbara wanted to discuss B3.9, she stated that the operational definition and the intention of the policy revision do not align. The policy states "communication for the Board" and not "communication to the Board". The Board determined this is something they need to work on to clarify.

Motion to approve the B3 policy as presented in the packet - Alex

Second - Brian P.

Barbara had a caveat that she would like to offer to add to the motion.

To accept the B3 policy, but agree to work on the communication protocol for the Board, B3.9.

Moved as amended - Alex

All in favor

Committee Updates

General Manager Search Committee

Manny states that the process is moving forward. The committee has met several times in the last couple of weeks to set up an interview question framework and to go over candidates. Interviews will start this coming Friday.

There has been a screening process that the candidates go through with the contractors, then the Search Committee reviews those candidates.

Finance Committee

Arnie states the Finance Committee met last Tuesday. They went over the Board budget. He acknowledges that it may be a good idea to see the Board budget year over year to see where the increases are. Some notes he shared were, the Board Admin line has come out of the Board budget and into the store's budget, there are some items that have increased due to inflation, since the Board will be meeting in person more often there were also other increases, CCMA is in Portland, Maine this coming year so the budget is increased to cover Board Directors to attend.

Barbara states that the Board still needs to receive a recommendation and motion to adjust Board stipends per the CPI.

Motion to approve the Board Budget as presented in the packet - Alex

Second - Brian P

Approved

Discussion Items

Member Quarterly

Stacie Larkin states that she has provided a Member Quarterly proposal in the Board packet. Marketing wanted to bring this to the Board with enough time to agree upon the next articles to give time to write and come up with ideas before the due date.

The proposal is that the next Board Perspective be focused on the processes of updating policies and written by someone from the Policy Committee. To show what committee work is and to promote member volunteers since the Board will be looking for more people to join committees soon.

General Manager Annual Review

Manny states that a General Manager review is on the calendar but because the Co-op currently has an Interim General Manager and is currently searching for a General Manager, and since there is not currently a General Manager, his thought is to not carry out an annual review as of right now but to revisit the idea if a General Manager is not picked after the 90 day search time.

Alex asked if our current IGM would like a review or feedback. Brian M states that he is always open to feedback but understands that a formal process may not be in the timeline.

Brian P stated that it is important to allow upper management to give feedback when it is time to do a General Manager review.

Felicia suggested doing a 90 day review after a General Manager is hired.

Manny states that we should revisit this in October.

Action Items

Governance Policies - B, C, and D

Manny states that during the Board retreat it was agreed upon to start working on the B, C and D policies during Board meetings.

Two policies that Manny brought up were the D3 and D4. He passed out a copy to everyone reflecting the changes that he proposed to these policies.

Motion to accept the proposal change to the D3 and D4 that have been submitted by Manny - Barbara
Second - Brian P

Barbara would like to utilize Columinate to look at the wording of the policies.

Felicia states that there are some aspects that are general, and she would like more time to be able to review these.

Arnie said that he would feel comfortable with sending these to the Policy Committee to look at these policies.

Amendment to the motion to send the D3 and D4 policies to the Policy Committee for review - Brian P.
Second - Barbara
Approved

Board Self Monitoring - Process Change

Manny states that at the Board retreat the Board talked about how they used the current Board Self Monitoring process, however the exercise that took place at the retreat was well liked and could possibly be more beneficial. The exercise is called the Gallery of Expectations.

Felicia suggested that this process is done more than once a year.

Hether stated we could do this bi-annually at both retreats.

It is discussed that it is preferred to do both C and D at each workshop/retreat.

Barbara recommends that it not be done at the November retreat, since new Board Directors would be inexperienced.

Barbara states that she would like to add to the motion, it should be done at least 6 months after the new Board Directors are seated.

Motion to end the Self Monitoring Board Surveys of the C and D Policies and instead have an annual workshop or retreat no sooner than 6 months after the new Board directors are seated in October, to go through and asses each C and D policy through the exercise, The Gallery of Expectations - Barbara
Second - Brian P
All in favor

Ends Policy Review

Motion to direct the Policy Committee to potentially revise the Ends policy per the notes that came from the Board retreat -Manny
Second - Brian P.
Approved

Prasanna suggested that we go to the staff and ask them their feedback on the Ends policy.
Once the initial draft is prepared by the Committee, then the Staff will be given a chance to comment.

CLOSINGS: Review Tasks & Assignments

Announcements

Manny proposes that the September Board meeting be held in person.

Motion to hold the September Board meeting in person rather than virtually - Barbara

Second - Alex

7 in favor/0 opposed/1 abstentions/1 absent

Approved

Tasks/Assignments

1. Office Hours
2. GM Annual Review discussion moved to October
3. Ends Policy - Policy Committee
4. Governance Policy - Policy Committee
5. Board Stipend Increase per CPI - Finance Committee

ADJOURN MEETING

Motion: Alex

Second: Brian P.

Vote: All in Favor

Respectfully submitted by,
Elizabeth Ortiz
Board Administrator