

Board of Directors Meeting Minutes (teleconference)**April 8, 2020, 6:00 pm – 7:00 pm****Present:** Caroline Kinsman, Ryan Peters, Margaret Gerard, Ceci Lopez, Alex Chose, Laura Weiss, Randy Rydel, Adrienne Renz, Jean Rogers**Absent:** Melissa Morin (on leave), Terrance Morris**Facilitator:** Holly O’Neil

Topic	Key points	Outcome
Confirm Attendance	Guidelines for participating in teleconference; everyone verbally confirmed their attendance.	--
Consent Agenda	Consent Agenda: All directors confirmed they read their Board packets. <ul style="list-style-type: none"> • Board minutes 4/1/2020 • BDC minutes 4/1/2020 • General Manager’s (GM) Financial Report • Member-owner dividend recommendation 	Approved by Consensus
Chair’s Report	Caroline Kinsman thanked the group for their willingness to attend weekly conference calls	--
GM Report	Adrienne Renz reported on current trends as agreed by the Board, including economic resilience, member input and exemplary workplace. No Board action required.	--
Board Resolution 20-01	Proposal to apply for the Federal Economic Injury Disaster Program, and for a loan through the Payroll Protection Program that would assist the cooperative with payroll, benefits, utilities and rent at up to 1% interest, with the loan potentially forgiven if expenses remain within the scope of the program. Jean authorized to sign on behalf of directors.	Approved by Consensus
Advocacy Letter for Grocery Stores and Workers	Laura emailed the letter to the governor and elected officials. Jean will mail hard copy to officials who do not have options for attachments or email contact information.	--
Code of Ethics and Conduct (Policy P3)	Directors gave verbal disclosures of potential conflicts of interest: <ul style="list-style-type: none"> • Caroline Kinsman, Laura Weiss, and Ceci Lopez - no conflicts. • Ryan Peters’ partner works at the Co-op in HR. • Margaret Gerard works for Sunseed Farm, who sells plants to the Co-op. • Randy Rydel holds investment shares but has no benefits beyond any other shareholder. • Alex Chose (staff Board director), works for the Co-op and will recuse herself from Board decisions if there is a conflict of interest. • Absent directors Terrance Morris and Melissa Morin will make a verbal disclosure at the next meeting each attends. 	Directors will sign policy P3 electronically and send it to Jean, or delegate Jean to sign on their behalf via email confirmation.
Selection of Board Chair and Vice Chair	Proposal for Ceci Lopez to serve as Board Chair and for Ryan Peters to serve as Board Vice-Chair.	Approved by Consensus
Board Committee Designations	<ul style="list-style-type: none"> • Member Affairs Committee (MAC): Terrance Morris, Margaret Gerard, Alex Chose 	Approved by Consensus

	<ul style="list-style-type: none"> • Board Development Committee (BDC): Ceci Lopez, Melissa Morin, Ryan Peters • Finance Committee: Randy Rydel, Laura Weiss, Ceci Lopez, Ryan Peters 	
Appointment of Co-op Officers	<ul style="list-style-type: none"> • President: Adrienne Renz • Vice President and Treasurer: Jon Edholm • Secretary: Jean Rogers 	Approved by Consensus
Board Appointment	Caroline will step off the Board at the end of April. Ceci will follow up with a potential appointee who previously served on the Board. If he cannot serve, the Board will delay making an appointment due to the pandemic.	--
Adjournment		7:15 pm

These minutes have been approved by the Board

Next Meeting: Wednesday, April 15 at 6:00 pm (teleconference)