

Board of Directors Meeting Minutes
January 12, 2022, 6:00 pm (teleconference)

Present: Ceci Lopez, Margaret Gerard, Randy Rydel, Laura Weiss, TQ Nguyen, James Erb, RJ Halloran, Jon Edholm,

Guests: Diane Krapf, Richard Rogers, Heidi Beierle

Absent: None

Facilitator: Holly O’Neil

Notes: Mardi Solomon

Topic	Key points	Outcome
Welcome and Member Forum	Introductions of Directors and guests	
Consent Agenda	All directors present confirmed they read the Board packet. <ul style="list-style-type: none"> ● 12/8/2021 Board minutes – no comments ● 1/5/2022 Special Board meeting minutes – no comments ● Committee Reports: <i>Board Development (BDC), Finance, Member Affairs (MAC)</i> – no comments ● 2022 Business Plan, Budget & Financial Assumptions – no comments ● Annual Work Plan 2022 – no comments ● Annual Meeting (basic agenda) – no comments 	Approved by consensus
GM Report	<ul style="list-style-type: none"> ● A successful supplement sale took place last weekend. Staff were prepared to act in case of unsafe overcrowding, and all went smoothly. ● Recent positive changes to the COVID policy – Staff who are a close contact are required to take 5 days off. The Co-op can now keep them on salary during this time to avoid financial hardship. If an employee has an extended absence, they can receive workers comp without affecting our L&I rates. ● Have had schedule disruptions at stores due to snow and staff absences. ● New HR director started this Monday. ● There was 54% staff turnover last year. This is about twice the rate of a typical year, but a director noted that our Co-op’s turnover rate is consistently lower than current industry trends. It seems to have stabilized a bit now. 	
Board Chair Report	<ul style="list-style-type: none"> ● Reminder: The Annual Meeting is March 31. ● GM Search Update: Have several leads of consultants to assist with the process. Will schedule a GM Search Committee meeting to review these. ● Gathered information and determined the rate to hire a search firm would be significantly higher. ● Re Annual Board Self-evaluation: Want to align the self-evaluation more closely with Board policies. Ceci will keep us posted when something is ready. 	--

Candidate appointment to fill Ryan's seat	<p>Proposal: To appoint Dr. Joseph Correa to join the Board to fill Ryan's vacant seat for the remainder of the term (one year).</p> <p>Discussion: A director wondered if the board should revisit its decision to make an appointment at this time. BDC members noted that as per the board's previous decision, two qualified people had applied, and that one had been selected for recommendation. Joseph has decades of experience and a deep understanding of business, Board management and governance. He has been a consultant for multi-cultural conversations and mediation in the US and internationally. The Board Development Committee members explained that they proposed appointing Dr. Correa because he has much needed expertise the Board can benefit from during the one-year term.</p>	Approved by consensus
Executive Session: Nomination of Candidates for Election	Discussion about each of the candidates, confirming that they meet the criteria for nomination.	Approved by consensus
	Proposal: To put forward all six new candidates. Proposal: To put forward the two incumbents on the ballot.	Approved by consensus
Adjournment	The meeting concluded at 7:49 pm.	--

These minutes have been approved by the Board of Directors.

Next Meeting – Wednesday, Feb. 9 at 6:00 pm via Zoom teleconference – “doors” open at 5:45 PM