

**Board of Directors Meeting Minutes**  
**February 9, 2022, 6:00 pm (teleconference)**

**Present:** Ceci Lopez, Randy Rydel, Joseph Correa, TQ Nguyen, James Erb, RJ Halloran, Jon Edholm

**Absent:** Margaret Gerard, Laura Weiss

**Facilitator:** Holly O’Neil

**Notes:** Mardi Solomon

Topic	Key points	Outcome
<b>Welcome and Member Forum</b>	Introductions of Directors. Welcome to the Board Joseph!	--
<b>Board Chair Report</b>	<ul style="list-style-type: none"> <li>• Annual Meeting is Thursday March 31, 6 pm.</li> <li>• Election starts March 1.</li> <li>• Mardi solicited help with counting paper ballots on 4/1. TQ &amp; Joseph are able to help.</li> <li>• A Director suggested that in the future it might be good to have more time between the annual meeting and election so people can hear from candidates before voting.</li> <li>• Response: March 31 is end of fiscal year so voting has to close on that day. The annual could be moved to earlier in March.</li> </ul>	--
<b>Consent Agenda</b>	<p>All directors present confirmed they read the Board packet.</p> <ul style="list-style-type: none"> <li>• Jan. 12 Board minutes – No comments</li> <li>• Committee Reports: <i>Board Development; Finance, GM Search Committee</i> – Question regarding interpretation of policy B1.6.5 in Finance minutes: How does the Board use that information? <ul style="list-style-type: none"> <li>○ This relates to the quarterly monitoring report. The interpretation was not very clear and the Committee worked on clarifying it but did not change the policy.</li> </ul> </li> <li>• GM Report &amp; Key Indicators – Question about employee retention funding. <ul style="list-style-type: none"> <li>○ Jon confirmed the Co-op qualified for this COVID-relief funding Q1 &amp; Q2 of last year.</li> </ul> </li> </ul>	Approved by consensus
<b>Staff Bonus Proposal</b>	<p><b>Proposal:</b> Policy B1.34 – Staff Profit Sharing Bonus allows the Coop to share profits realized with staff in recognition of their labor. This year the Co-op performed very well and the staff has been through a lot of hardship. A bonus would be a bright spot for them.</p> <p>Clarifications:</p> <ul style="list-style-type: none"> <li>• The bonus proposal applies to all staff (except the GM) who are employed on the date the bonus is announced and worked in 2021.</li> <li>• All staff received a minimum of 5% increase in pay this year.</li> </ul>	Approved by consensus with TQ standing aside.

<p><b>GM Search – Consulting Firm Selection</b></p>	<p>The GM Search Committee wrote a Request for Proposals to get a consultant to help with the search process. The committee received two proposals and met on Feb. 7 to discuss them.</p> <p><b>Proposal:</b> The Committee recommends hiring Nonprofit Professionals Now (NPN).</p> <ul style="list-style-type: none"> <li>• Discussion of the strengths and weaknesses of the proposals.</li> <li>• Agreement NPN is the best fit for our needs.</li> <li>• Next steps: Mardi and Ceci will contact the two applicants. Jon will assist with the contracting and run it by Ceci.</li> </ul>	<p>Approved by consensus</p>
<p><b>Board Self Evaluation</b></p>	<p><b>Discussion: What did you notice in reviewing the results?</b></p> <ul style="list-style-type: none"> <li>• Overall the responses were very positive.</li> <li>• The question re the Board using democratic practices in our work produced a range of responses. Perhaps because we are a consensus Board, the language was confusing.</li> <li>• The question, “The Board has a clear and up-to-date set of written policies about how the Board will operate” should be split into two questions, one about the clarity of policies, and one about having up-to-date written policies.</li> <li>• There are mixed feelings about using Boardable. Will re-evaluate it.</li> <li>• The self-evaluation results can give direction to the Board’s future work.</li> <li>• We have been putting aside work on EDI because of COVID, Board turnover, etc. Hope that we can soon reengage in that work and make it part of our Board culture.</li> </ul>	<p>BDC will reconsider using Boardable or an alternative and make a recommendation to the Board.</p> <p>BDC will discuss translating the self-evaluation input into action steps.</p>
<p><b>Closing &amp; Evaluation</b></p>	<p>The meeting concluded at 7:27 pm.</p>	<p>--</p>

*These minutes have been approved by the Board of Directors.*

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