

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

Present: Ceci Lopez, Randy Rydel, Joseph Correa, TQ Nguyen, James Erb, RJ Halloran, Jon Edholm, Margaret Gerard, Laura Weiss **Guest:** Melissa Elkins
Facilitator: Holly O’Neil **Notes:** Mardi Solomon

| Topic | Key points | Outcome |
|---------------------------------|---|--|
| Welcome and Member Forum | | -- |
| Board Chair Report | <ul style="list-style-type: none"> • Reminder to vote by Mar. 31. • There is an expectation that Board Directors attend the Annual Meeting. All will be introduced to the membership. • As the GM Search process proceeds, we will need to schedule one or more additional short meetings. | -- |
| Consent Agenda | <p>All Directors confirmed they had read the consent agenda.</p> <p><u>Consent Agenda</u></p> <ul style="list-style-type: none"> • 2/9/2022 Board minutes • Monitoring B1.1-1.12.1 (Financial condition - GM Report, Investment Update, Finance Committee Monitoring Report) • Committee Reports: Finance Committee (2/16 & 3/2); GM Search Committee (2/16); Board Development (2/22); MAC (2/23) • MAC Charter (clean copy and with mark-up) • GM Report & Key Indicators for Feb. & Mar. <p><u>Questions for Clarification</u></p> <p>Two questions were raised about the MAC Charter:</p> <ul style="list-style-type: none"> • What is the relationship between P4.3.3 and the subpoints? • What is the meaning of “collaboratively” in P4.3.6? Collaboratively with whom? • A question was raised about the Finance Committee report, and the higher cost than was budgeted for consultants – what kinds of consultants? This was for HR consultants that were needed while there was no HR Director. Also, Mardi is a consultant while Jean was staff. And another consultant has been hired to facilitate the Farm Fund. • A question was raised about how to move forward with both the Finance Comm. and the MAC planning to present to the Board periodically each year. | <p>Approved by consensus, except for MAC Charter revisions.</p> <p>Agreed to send the Charter back to MAC for fine-tuning before final board approval.</p> <p>BDC will look at the annual calendar and choose dates for Finance and MAC presentations.</p> |

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| <p>Proposal Regarding Investment Share Dividend</p> | <ul style="list-style-type: none"> • We are able to pay investment share dividends this year. This is very good for building relations with our members, who effectively loaned that capital to the Co-op. • The dividend amounts are based on the type and quantity of shares the member purchased. • Board members who have invested in shares do not need to stand aside on this decision because they do not benefit more or less than other members who have invested. | <p>Approved by consensus.</p> |
| <p>Proposal Regarding GMO Labeling Law</p> | <p>Melissa Elkins, Sustainability Coordinator and longtime Co-op employee, responded to questions about this proposal.</p> <ul style="list-style-type: none"> • What is the practical effectiveness of supporting this proposal? We are not going to be part of the lawsuit as that is a much more involved process. In the past, the Co-op has stood up about GMO labeling laws. Will take a stand with this case by making info available to the membership that this lawsuit is happening. Will post on social media and the Outreach team will choose other ways to get the info out. • The lawsuit is being filed by PCC in Seattle and the Center for Food Safety. | <p>Approved by consensus.</p> |
| <p>Closing & Evaluation</p> | <p>The meeting concluded at 6:45 pm.</p> | |

These minutes have been approved by the Board of Directors.

Next Meeting – Wednesday, April 13 at 6:00 pm via Zoom teleconference – “doors” open at 5:45 PM