

## Board of Directors Meeting Minutes

October 12, 2022 at 6:00 pm (hybrid: in-person and teleconference)

**Present:** Margaret Gerard, Randy Rydel, Laura Weiss, TQ Nguyen, Joseph Correa, RJ Halloran, Adrienne Renz, Chuck Parsons

**Facilitator:** Holly O’Neil **Administrator:** Mardi Solomon

Topic	Key points	Outcome
Welcome, agenda review		--
Consent Agenda: <ul style="list-style-type: none"> <li>9/14 Board Minutes</li> <li>9/21 Finance Minutes</li> <li>9/27 BDC Minutes</li> <li>9/28 MAC Minutes</li> <li>Key Indicators for Aug.</li> <li>Approval of CSD Slate</li> <li>MAC Proposal for GM Welcome Events</li> </ul>	Confirmed all had read the packet.	Approved by Consensus
Board Chair Report	<ul style="list-style-type: none"> <li>Laura, Holly &amp; Mardi met with Chuck on 10/11. Will continue meeting biweekly for a couple of months, then switch to monthly.</li> <li>They provided a chart of 30-60-90-120-180 Goals for Chuck</li> </ul>	
GM Report - Reflections on the first week of being here at the Co-op!	<ul style="list-style-type: none"> <li>There will be two GM welcome events. Chuck will send the confirmed dates. All Board members are encouraged to attend.</li> <li>Chuck has been spending time in both stores every day, trying to meet all employees and establish relationships. He has met with all Managers, Dept. Mgrs. and most of the a.m. crew in both stores.</li> <li>First impression is that the stores are gorgeous.</li> <li>There are really impressive people in key jobs and nothing is severely broken. Everyone cares about what they do.</li> <li>There is a lot of hard work to do and there are managers ready to move forward after a limbo period due to COVID and leadership transitions.</li> <li>An important issue to address is employees’ and customers’ feelings of safety in the stores.</li> <li>Chuck feels that his leadership style and training as a chef will enable him to build upon what we already have.</li> <li>Enhancing the delis is an opportunity for distinguishing the Co-op.</li> </ul>	
BDC Report <ul style="list-style-type: none"> <li>Appointment of new Board member(s)</li> <li>Discuss Board Candidate Recruitment</li> <li>Approval of BDC Proposal regarding Policy Monitoring</li> <li>Review Board Retreat Agenda 11-9-22</li> </ul>	<p><u>Appointment of new Board member(s)</u></p> <ul style="list-style-type: none"> <li>Confirmed that everyone reviewed the applications of the two candidates who are interested in being appointed to the Board – Diane Krapf and Heidi Beierle. The Board had approved both to run in the previous election. <u>Consensus</u> to appoint both people to the Board.</li> <li>Ceci’s seat is up for re-election in March 2023, and James’ term is up March 2024. Directors discussed methods for deciding which appointee should take which seat. <u>Consensus</u> that the candidate who responded first should get the longer term. Diane will fill James’ seat and Heidi will fill Ceci’s seat.</li> </ul> <p><u>Board Candidate Recruitment</u></p> <ul style="list-style-type: none"> <li>BDC has worked with Outreach on a recruitment poster. They have revised the list of reasons to join the Board, deleting the strategic plan goals and mention of compensation.</li> </ul>	<p>Agree to appoint both people to the Board.</p> <p>Consensus that Diane will be offered the two-year term and Heidi will be offered the one-year term.</p>

	<ul style="list-style-type: none"> <li>• Outreach agreed to make one online entry point for the application, FAQ sheet, and other application information.</li> <li>• It is important for Directors to reach out to people who would be an asset to the Board and encourage them to apply.</li> <li>• Mardi will share an invitation letter Directors can use for reaching out to candidates.</li> <li>• Joseph plans to run again.</li> <li>• TQ is still deciding, but unlikely to run again for the staff position.</li> </ul> <p><u>Proposal for Process &amp; Relationship Policy Monitoring</u></p> <ul style="list-style-type: none"> <li>• One part of the proposal to start doing Board monitoring again with Directors completing Survey Monkey surveys. The goal is to start doing this in Dec.</li> <li>• Survey results will be included in the Board meeting packet. It is part of the consent agenda. Items where Directors have widely varying opinions will be discussed. There is a calendar so that a couple of policies are monitored each month.</li> </ul> <p><u>Approved by consensus</u></p> <p><u>Proposal to Return to Boundary Policy Monitoring</u> in the 4<sup>th</sup> month of the GM's tenure (starting in Feb. 2023). The proposed change is to use Cooperative Board Leadership Development (CBLD) boundary policies, except for the financial benchmarks which have been tested and work well for quarterly finance monitoring. They also sync with NCG reporting.</p> <ul style="list-style-type: none"> <li>• Question about what is left out by using the CBLD policies.</li> <li>• The Board can use the CBLD policies and track whether there are gaps that need to be addressed over time. Adding any new policies to fill these gaps will be done in collaboration with the GM.</li> </ul> <p><u>Approved by consensus</u></p> <p><u>Review Board Retreat Agenda</u></p> <ul style="list-style-type: none"> <li>• Retreat will be held Nov. 9. There will not be another Board meeting in Nov.</li> <li>• Purpose is to build our Board-GM Team and to start developing strategic questions to drive strategic planning in 2023. Also will discuss the relationship between Ends Policies and strategic planning.</li> <li>• Addressed question about whether managers would be included in the fall retreat as they had been pre-COVID: Agreed to invite the managers to an expanded Board meeting later (Dec. or Jan.). Focus will be on the Co-op's identity in a competitive marketplace.</li> <li>• Draft budget and business plan can be presented in Dec., ideally with managers there. Chuck will speak with them about this. The final budget would then be approved in Jan.</li> <li>• Chuck, Laura, Holly, &amp; Board Admin. will bring a proposal to the Board about including managers in strategic planning over the course of the year.</li> </ul>	<p>Mardi will set up a Google sheet for Directors to enter the names of people they reach out to about serving on the Board.</p> <p>Both parts of the Policy Monitoring Proposal were approved by consensus.</p> <ul style="list-style-type: none"> <li>- Monitoring the P&amp;R policies will be done by the Board via online surveys.</li> <li>- CBLD Boundary Policies will replace current Boundary policies, with the exception of the financial benchmarks.</li> </ul>
<p>Study &amp; Engagement: The Policy Governance Model</p> <ul style="list-style-type: none"> <li>• What are ends and means, and what is the difference?</li> <li>• What does it look like when the Board does its work?</li> </ul>	<ul style="list-style-type: none"> <li>• Holly described the Policy Governance model created by John Carver (see book, "Boards That Make a Difference"). A Board's ability to think big picture about where the organization is going is their biggest value. The ends – what value is created for whom. The means are the way we do that -- controls over management, and how the Board manages its own work.</li> </ul> <p>Members addressed the question: <u>What does it look like when the Board does its work well?</u></p> <ul style="list-style-type: none"> <li>• Vibrant, breaking out of the boundaries.</li> </ul>	

	<ul style="list-style-type: none"> <li>• There are times when the Board has to help operations make hard decisions, holding the vision and moving us forward.</li> <li>• Really good food, spirit, and good taste.</li> <li>• There is free flow of creative ideas. Outlining a clear vision for the organization and all the staff.</li> <li>• Primary goal of the Board is to protect the interests of the customer. That means quality of food and the financial interests of the customer. 2nd is to translate that objective into policy for the GM to follow, and to mentor the GM. 3<sup>rd</sup> is fiduciary responsibility and providing direction to GM. 4<sup>th</sup> is maintaining contact with the member-owners. 5<sup>th</sup> is to create new ideas to grow and compete with competitors.</li> <li>• The business is thriving. People are excited to shop at stores, employees are happy to work, BOD &amp; GM have a healthy relationship.</li> <li>• Monitor with a light touch so the GM's time can be spent running the Co-op. Remove roadblocks that we can see. We are like a set of binoculars looking into the future, and focusing on where we are headed.</li> <li>• The ends &amp; means are clear, being followed, and coming to fruition. Know where we are first so we can gauge where to go.</li> <li>• We are holding the mission and future of the organization in mind with decision-making, clarity of goals, and measurable progress for GM &amp; team.</li> <li>• The Board has given the GM a plan to follow and set him up for success. Being clear on Board's objectives and having a structure is helpful.</li> <li>• The Board is an instrument for developing community leaders.</li> <li>• Co-ops at their heart are about self-empowerment.</li> <li>• Boards can choose whether to be micro or macro managers. Preferable to stay at the macro level, but also need to keep the customers' interests in mind. This is a delicate balance.</li> <li>• Chuck is dependent on the Board for comments/feedback. He needs to know when there are problems so he can address them. Positive feedback is important to share as well.</li> <li>• A reminder that the Board speaks with one voice.</li> </ul>	
Closing & Evaluation		
Adjourn	<ul style="list-style-type: none"> <li>• Meeting adjourned at 8:00 pm.</li> </ul>	

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