

Board of Directors Meeting Minutes
February 8, 2023 at 6:00 pm (teleconference)

Present: Laura Weiss, Margaret Gerard, Randy Rydel, TQ Nguyen, Joseph Correa, RJ Halloran, Diane Krapf, Heidi Beierle, Adrienne Renz, Chuck Parsons

Guests: Minaz Hassam, Harry Patz

Facilitator: Holly O’Neil **Administrator:** Annabelle Rosborough

Topic	Key points	Outcome
Welcome, agenda review		--
Member Forum	<ul style="list-style-type: none"> • Guests requested to review all the Co-op’s financial information that is allowed for members to see per the bylaws. 	Board Administrator will follow up with the guests.
Consent Agenda: <ul style="list-style-type: none"> • 1/11 Board Minutes • 1/18 Finance Committee Minutes • 1/24 Strategic Planning Committee Minutes • 1/25 BDC Minutes • 1/25 MAC Minutes • Key Indicators for Jan. • 2023 Budget • Monitoring Report P1.2 • Updated Strategic Planning Committee Charter • Proposal for Meeting Accessibility 	<ul style="list-style-type: none"> • Facilitator confirmed all had read the packet and reminded directors about the consent agenda process. • Requests were made to pull 1/11 Board Minutes and the Proposal for Meeting Accessibility down to the main agenda for discussion. 	Approved by Consensus with removal of 1/11 Board Minutes and the Proposal for Meeting Accessibility.
Board Chair Report	<ul style="list-style-type: none"> • The Chair reminded the board about the upcoming 3/30 Annual Meeting and the importance of board attendance. 	
Board Minutes and Meeting Accessibility Proposal	<ul style="list-style-type: none"> • A director asked for clarification around the decision for not creating a 2023 business plan. It was clarified that the board did not vote to not have a business plan in 2023. The minutes will be corrected. • A director asked for the minutes to reflect their concern about continuing to not monitor the Ends as it is the only way for the Board and Co-op to ensure the Ends are being followed. It was agreed upon that we would address the Local Food System End at a board meeting. • A director asked for confirmation that the board coupon amount had been increased to \$20 in '23. It was confirmed. 	Board Admin. will update the minutes. Amended minutes approved by consensus. Proposal for Meeting Accessibility approved by consensus.

<p>Staff Bonus Proposal</p>	<ul style="list-style-type: none"> • It was clarified that the agenda item is now a proposal. • The management team supports a bonus of \$0.50 per hour for all eligible hours worked in 2022. The team is still determining when employees would be eligible to receive the bonus. • Directors shared their concern that the Finance Committee had not viewed the proposal yet. • It was clarified that due to the timeline of the payout deadline and meeting schedules, the Board had to review the proposal before the Finance Committee this year. • It was clarified that we provided a staff bonus last year but prior to that it had not been done in many years. • The facilitator recommended that since the Board was not comfortable approving the proposal without Finance Committee review ahead of time, directors forward the Finance Committee their recommendations. The directors will vote on the proposal via email after the Finance Committee review. The staff director will need to stand aside to vote. 	<p>Voting on the proposal was postponed until after the Finance Committee has a chance to review the proposal. The Board will vote via email prior to the payout deadline.</p>
<p>120-Day GM Review and Discussion</p>	<ul style="list-style-type: none"> • Holly recommended due to timing the Board move to questions from the board for the 120-day goals. • A director asked how the NCG Report relates to the “Develop Strong Communication and Teambuilding with Management” goal. • Chuck said he had all the managers meet with the NCG team and share what they want to accomplish. It was a good opportunity for NCG to see how they see our stores, where there were good ideas, or where they see areas for improvement. NCG shared a good report on the store and feedback for improvement. A lot of the feedback we had already identified so that was good to see. If we are going to start working as a team Chuck thought using the NCG report as a barometer would be a good approach. • A director asked for clarification on the goal progress report for “Effectively articulate mission, market and impact” and when we may see it happen. A request was made for a presentation to the Board. • Chuck mentioned he has done this with the Co-op’s Marketing and Outreach Director during their regular bi-weekly meetings. He can do a presentation to the Board. • Chuck added he has been focusing on operational areas he thinks he should focus on. He felt pressure to start showing customers and the Board changes he wants to focus on in the store. He recognized he hasn’t been managing time as well as he could. Has also been dealing with a situation in the store that has gone south. • Regarding the “Assume full fiscal responsibility” goal, a director asked if Chuck will be bringing his new plans and proposals to the Finance Committee. • Chuck mentioned he wants to make sure he has information clear before he shares it. He is waiting on NCG’s design department to come out to see if changes can happen. He will share numbers once he gets clearer on what they may be. Chuck asked for clarification on what stage he should share information. • A director mentioned it would be helpful to see on paper what the plan will be. It would be a starting point for the Finance Committee to ask questions and see how it will fit in full picture. • Chuck will give an update at the next Finance Committee and will provide further updates as he moves forward. Many of the 	

	<p>program updates and changes are currently in their initial stages with exact costs not yet determined. Chuck will share what his expectations are to give the Finance Committee an idea of costs and plans for moving forward.</p> <ul style="list-style-type: none"> • A director mentioned it is helpful to see plans even if they are still in concept form. It will help the committee have a better idea of the plan and have a concept to mull over. It is OK to not have all the information with TBD in some places or have a final perfect plan before it is shared. 	
Monitoring Report (B1.23-B1.25 Planning, B1.26-B1.29 Capital Projects, B1.30-B1.33 Succession)	<ul style="list-style-type: none"> • Since the board had not received the GM Monitoring Reports and there was not time to provide an overview on the monitoring process, it was decided to move forward with the agenda. 	Monitoring reports review was pushed to the March BOD Meeting.
Annual Meeting Schedule of Activities	<ul style="list-style-type: none"> • Holly asked if there were any questions about the general flow of the Annual Meeting. • A director clarified that voting needs to end the day of the meeting. • A table will be set up at the Annual Meeting so voting can happen in-person. • Board Introductions will happen during the Board Chair report. • It was clarified that meeting registration is encouraged this year. • The board was reminded that the decision had been made to eliminate the party portion of the meeting. We have not had an in-person Annual Meeting for a few years. • Food will be provided by the Co-op. It will not be a full dinner. • The board was asked to vote on a few elements of the Annual Meeting: <ul style="list-style-type: none"> ○ Kids table – Approved ○ Volunteers – Approved ○ Live Music – Approved ○ Flute – Not Approved 	Live music, a kids table, and using volunteers were approved as additions for the Annual Meeting.
Strategic Planning Committee Update	<ul style="list-style-type: none"> • The Strategic Committee Planning Meeting had their first two meetings. • Joseph has been selected as the committee chair. • The SPC will be starting with a SWOT Analysis to have staff share their perspectives on the Co-op's strengths and weaknesses. • The SPC is working on strategic questions. • Holly has presented a draft Plan to Plan. 	
Executive Session: GM 90-Day Review	<ul style="list-style-type: none"> • GM and guests were asked to leave the meeting. • The board discussed the GM 90-day review. 	
Executive Session: Nomination of Board Candidates	<ul style="list-style-type: none"> • Board members running for re-election were asked to leave the meeting. • Nomination slate was approved with five Board candidates. 	Nomination slate approved.
Adjourn	<ul style="list-style-type: none"> • Meeting adjourned at 8:18 pm. 	

These minutes have been approved by the Board of Directors.