

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

Present: Laura Weiss, TQ Nguyen, Joseph Correa, RJ Halloran, Diane Krapf, Heidi Beierle, Adrienne Renz

Absent: Margaret Gerard, Randy Rydel, Chuck Parsons

Guests: Jon Edholm

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

Topic	Key points	Outcome
Welcome, agenda review		--
Consent Agenda: <ul style="list-style-type: none"> • 2/7 SPC Minutes • 2/8 Board Minutes • 2/15 BDC Minutes • 2/15 Finance Committee Minutes • 2/21 SPC Minutes • 2/22 MAC Minutes • Key Indicators for Feb. 	<ul style="list-style-type: none"> • Facilitator confirmed all had read the packet. • Facilitator asked if there were any questions or concerns about the consent agenda items. • Requests were made to pull the Key Indicators. • A director asked for more information on the meeting with the Mayor and the status of the staff SWOT Analysis. Chuck is working on setting up a meeting with The Mayor to discuss the waterfront expansion and competition for presence. The Management Team is currently working on a SWOT Analysis for the strategic planning process and Business Plan. • A director asked if the hours number listed in the Key Indicators were correct as they look high at 2,700 over budget for Period 1 primarily in Production. The excessive hours are impacting productivity. The Co-op’s Finance Director, Jon Edholm, confirmed the hours listed were correct and it has been a discussion point with the Finance Committee and the Management Team as it is unsustainable. Starting last year food service has been trying to grow their way out of hired labor through increasing sales. It was noted to continue to keep an eye on hours and productivity in the upcoming Finance Committee meetings and Board meetings. 	Approved by Consensus with Key Indicators pulled for discussion.
Board Chair Report	<ul style="list-style-type: none"> • Annual Meeting on March 30. • Board members will be serving as Annual Meeting table facilitators for the strategic planning discussions. • We will need Board volunteers to certify the votes after the election closes. 	
Financial Training	<ul style="list-style-type: none"> • The Co-op Finance Director, Jon Edholm, provided the Board of Directors with a financial training. He reviewed an Income Statement and Balance Sheet. • Net Income funds can be saved, used to pay down debts or replace neglected equipment. There is maintenance catch up needed after trying just to just get through the pandemic. The Net Income is also taken into account when planning for the next year. • The inflation reports come from UNFI. The last one we got was Sept/Oct, based on the previous month it went up nearly 10%. 	

<p>Monitoring Process Overview and P1.8 Cost of Governance Monitoring</p>	<ul style="list-style-type: none"> • The Board reviewed P1.8 Cost of Governance Budget. • It was noted that budget to actual and the variance numbers need to be updated to see what we actually spent last year in governance. We had a couple of contractors whose costs got loaded onto our governance budget which is not typical. We build the upcoming year budget on what happened the previous year. • The process for putting together the Board Budget was reviewed: <ul style="list-style-type: none"> ○ June: Board Admin. gets budget to actual info from the Finance Director, and alerts Chair to start getting ready for budget process. ○ July: MAC confirms/adjusts their budget, Board facilitator prepares bid for coming year, and Board Chair puts together a draft budget for next year including at the suggestion from BDC what other consultants we might need like an EDI consultant. ○ August: Draft budget goes first to BDC, then the Finance Committee ○ September: Goes to full Board for approval. ○ October: Gets incorporated into overall budget for the year. • The Board Chair will be monitored next. • The timing of some of the monitor reports relative to process don't seem right. The BDC will double check timing when revisiting the monitor calendar. 	
<p>GM Monitoring Reports Review</p>	<ul style="list-style-type: none"> • The Board facilitator reviewed the Decision Tree Flow Chart for GM Monitoring Reports including the approval process and implications. • The monitoring review components include asking the questions: Is the interpretation reasonable? Is the data there to show compliance happened? Do you agree with the assertion of compliance? And if not, what are the implications or consequences? • B1.23: Suggestions to expand the interpretation to include long-range ends and more information on the SPC plan. With informal feedback the Board would accept the report. No unresolved concerns accepting B1.23 with suggestions. <u>Approved by consensus.</u> • B1.6.5: A question on why we are still including WIC and SNAP information in the policy report. It probably pertains to food access and could fit with price competitiveness to show we are even holding a market share with WIC and SNAP. • B1.8: Donation numbers seem low; we could be contributing more back. The Co-op has been giving out a lot of smaller donations but a lot of the larger ones have not returned since the pandemic. The process still runs through outreach. There were a lot more events in the past where the Co-op would give money. That portion of the donation work has not returned. • B1.34: There was a recommendation to change the policy title to Staff Bonus Recommendation as it is not a profit-sharing bonus. • There was a proposal for a temporary policy working group to put together some general feedback and interpretation feedback for the GM. They will bring it back for the board to decide what can be approved, what needs to get reworked, and what the implications would be if needed. Adrienne and Heidi volunteered to serve on this committee to pull together the feedback for board review. 	<p>A temporary policy working group will put together feedback on the GM Monitoring Reports for board review.</p>

Café Space Lease Agreement	<ul style="list-style-type: none"> • The Board Chair shared they have been the point person for feedback on café space lease agreement. • There was an update on where things stood currently and the process for moving forward. • Chuck has a meeting set up with the tenant and the real estate company to provide answers to the questions from the board in writing. The Executive Committee will be delegated to make a decision if enough information has been provided for approval. • Several directors shared that they feel the process has been backwards. There should have been a discussion initially as partners on the long-term strategy. • There was discussion on how the lease agreement fits into the mission of the Co-op and if the café space and space above the downtown store could be used differently. • Proposal: Chuck will send answers to the questions to the full board. Board members should send any further questions or comments to Laura. Laura will consolidate responses and share them with the Executive Committee. The Exec. Committee will make a decision on moving forward. <u>Approved by consensus.</u> <p>8:03 pm the board meeting moved into Executive Session.</p>	The Executive Committee will be delegated to make a decision on next steps for the lease agreement.
Executive Session	<ul style="list-style-type: none"> • The board discussed the GM 120-day evaluation. 	
Adjourn	<ul style="list-style-type: none"> • Meeting adjourned at 8:15 pm. 	

These minutes have been approved by the Board of Directors.