

Board of Directors Meeting Minutes
April 13, 2022 at 6:00 pm (teleconference)

Present: Margaret Gerard, Ceci Lopez, Laura Weiss, TQ Nguyen, James Erb, Joseph Correa, Jon Edholm, Mardi Solomon

Absent: RJ Halloran, Randy Rydel, Adrienne Renz **Facilitator:** Holly O’Neil

Topic	Key points	Outcome
Welcome and Agenda Review		--
Board Chair Report	<ul style="list-style-type: none"> • Congratulations to Margaret & Laura on their re-election. • Looking forward to Board governance work ahead. • We continue to move forward with the GM search. 	
Consent Agenda	<p>Consent Agenda: All directors present confirmed they read the Board packet.</p> <ul style="list-style-type: none"> • Amendment to 2/9/22 Board minutes – No comments • 3/9 Board minutes – No comments • Committee Reports: <ul style="list-style-type: none"> • Board Development (3/22) – The Chair explained language intended to clarify the lines of communication between the Board and Co-op officers. • MAC (3/23) – No comments • MAC Charter – No comments • <i>Policy B1.5.1</i> - GM Report & Key Indicators for March: Jon responded to a question noting some decline in sales in the past month. He offered explanations and strategies being implemented to improve sales. 	Approved by consensus.
Policy P4.4.2 - Proposals for Co-op & Board Officers and Nominations	<ul style="list-style-type: none"> • <i>Co-op Officers:</i> President – vacant, Vice-President and Treasurer – Jon Edholm, Secretary – Melissa Elkins • <i>Board Chair:</i> Ceci Lopez, <i>Board Vice-Chair:</i> James Erb • <i>Member Affairs Committee:</i> Margaret Gerard, RJ Halloran • <i>Board Development Committee:</i> Ceci Lopez, James Erb, Joseph Correa, Adrienne Renz • <i>Finance Committee:</i> Randy Rydel, Laura Weiss, TQ Nguyen <p>Margaret requested a third Board director join the MAC, recognizing that this may need to wait until after GM Search is done. TQ may be interested.</p>	Co-op officers – approved Board officers – approved Committee slate – approved with understanding TQ might switch from Finance to MAC.
Policy P3 - Ethics and Code of Conduct	<p>All directors present verbally committed to the Ethics & Code of Conduct policies, disclosing any potential conflicts of interest (points when a director would abstain if needed):</p> <ul style="list-style-type: none"> • Ceci, Margaret, Joseph, Laura – No potential conflicts of interest • James – It is conceivable that some Co-op Board work may intersect with his job with the City of Bellingham. • TQ – Employed by the Co-op. Will stand aside regarding decisions on staff bonuses. <p>Mardi will check with absent directors about possible conflicts of interest. All directors will return signed commitment to P3 policy.</p>	--
Spring Retreat	<ul style="list-style-type: none"> • <u>Retreat Date:</u> May 21 or 22 work for everyone. • Agreed to meet in-person and maintain COVID safety practices. • Will continue online Board meetings with an occasional meeting in person. • Committees will decide how they want to meet. • Agreed not to have a regular Board meeting in May, though a special meeting may be needed for GM Search business. 	
Executive Session – GM Search	<p>The purpose of this session was to review the GM job description and advertising description.</p> <p>There was discussion about how much to emphasize some qualities and skills. Small edits were suggested.</p>	GM Search Committee Mtg. Minutes 3/14, 3/21, 3/28 approved by consensus
Adjournment	The meeting concluded at 7:58 pm	--

These minutes have been approved by the Board of Directors.