

Board of Directors Meeting Minutes

August 10, 2022 at 6:00 pm (hybrid: in-person and teleconference)

Present: Margaret Gerard, Ceci Lopez, Laura Weiss, TQ Nguyen, Joseph Correa, RJ Halloran, Adrienne Renz, James Erb, Jon Edholm

MAC Representatives: JoAna McNerthney, Karen Lee Folger

Absent: Randy Rydel **Facilitator:** Holly O’Neil **Administrator:** Mardi Solomon

Topic	Key points	Outcome
Welcome, agenda review	Today is a first try at having the Chair facilitate the Board meeting.	--
<p>Consent Agenda:</p> <ul style="list-style-type: none"> ● 6/20 Board Minutes ● 7/22 Special Board Mtg. Minutes ● 6/15 & 7/20 BDC Minutes ● 6/29 MAC Minutes ● 7/27 Finance Committee Minutes ● Key Indicators for July ● B1.1-B1.12.1 Monitoring Report ● GM Report 	<ul style="list-style-type: none"> ● A director suggested the 6/20 Board minutes had incomplete information regarding discussion of the Board Chair proposals. The minutes are complete, since there had been no discussion and this topic was tabled. ● Clarification regarding 6/29/22 MAC Minutes: There is a note that the Chair has had communication with Clyde. This is not the case. The MAC Chair has responded to Clyde. 	Approved by Consensus
<p>Board Chair Report – Conversation about Meeting Facilitation</p>	<ul style="list-style-type: none"> ● The Chair noted that this section of the agenda is a conversation (rather than a question, report, or proposal) about the proposals she brought forth at the last meeting regarding changes to facilitation of the Board meetings. ● According to policy P5.1-P5.2.2, Board approval is not needed for the Chair to make decisions regarding meeting facilitation. ● <u>Rationale:</u> <ul style="list-style-type: none"> ○ Ceci wants to work on her facilitation skills for her own professional development. ○ It is standard practice for Board Chairs to facilitate meetings. ○ The Board Facilitator, Holly, can focus on helping the whole Board develop their leadership skills (e.g., facilitation, policy governance, discussing the deeper questions that drive the Board’s work) (P1.7). ○ Professional facilitation will be used when there is a major proposal or difficult issue before the Board. ○ This shift in the role of the consultant from facilitator to Board development is not being made for financial reasons. ● Questions were raised about which parts of the meeting would be facilitated by Holly and which would be facilitated by the Chair, and whether Holly would participate and be paid for the whole Board meeting or just her part. ● The Chair plans to facilitate the business part of Board meetings (i.e., until the Study & Engagement section) rather than using professional facilitation services. ● A Director questioned the Chair’s capacity to take on the extra work involved in making these changes, and Ceci affirmed she can do this. ● The revised role of the facilitator in planning the meeting agenda has not been worked out. ● BDC is working on clarifying Board roles and processes in the Board Handbook. This will include how Board members can add items to the Board meeting agenda. 	There was a desire for further conversations to address remaining questions and concerns.

<p>MAC Presentation & Discussion</p>	<ul style="list-style-type: none"> • MAC Chair, RJ, and member JoAna McNerthney invited questions about the role of MAC and how MAC can better serve the Board and community. Directors made suggestions: <ul style="list-style-type: none"> ○ A community engagement survey is needed for strategic planning (P1.9.2). Request that MAC contribute to developing the survey and host member event(s) to gather feedback. ○ Coordinate with Outreach to host an event to welcome the new GM. ○ How can the Board ensure the Co-op responds to member input? (P1.5) <ul style="list-style-type: none"> ▪ Feedback on operations should go to Service Desks. Store policy issues should go to Board Admin., MAC, or Board Chair. ▪ Historically, the MAC reviewed customer comments, but this is no longer happening. (P4.3.8) Now the MAC reviews a quarterly receipt survey. Could the MAC research how the Co-op measures responsiveness, and how other Co-ops do this? ▪ There were pre-paid postcards at each cash register. MAC could make sure these are still available. ○ MAC could solicit input from members about what to do with bakery space. This could be a question for the community survey for strategic planning. ○ It would be useful for the Board & members to have a list of community organizations the Board has worked with (e.g., given donations, done tabling). • MAC is recruiting new members. Please refer interested Co-op members to the committee. <ul style="list-style-type: none"> ○ Could reach out to previous Board candidates and previous Board members. • Changes to Board meeting structure will highlight the work the Board does through the committees, with each committee presenting to the Board 2-3 times per year (P4.3.10). 	<p>The MAC will incorporate this Board input in committee planning.</p>
<p>GM Report</p> <ul style="list-style-type: none"> • Review NCG Participation Report 	<ul style="list-style-type: none"> • Patronage dividends came out a week early. Six members have already donated their dividend. (Bylaws Article 4) • Holding steady on key indicators. • NCG Participation Report Highlights: <ul style="list-style-type: none"> ○ We are on par with our prices. ○ We are in top 25% of co-ops in the country financially. ○ The Co-op participates in nearly all NCG programs & services. • Re Exemplary workplace (B5): Experiencing high staff turnover on front end. Working on wage package for next year, focusing on starting wage. • The Board can support the GM by helping set a vision for where the Co-op is headed in the next several years. • Anticipate significant capital expenditures to address refrigeration problems at Cordata. 	
<p>BDC Report</p> <ul style="list-style-type: none"> • Review Proposal for Return to Policy Monitoring with Adjustments • Time to start Board candidate recruitment • Set Fall Retreat date for November 	<ul style="list-style-type: none"> • Intention is to get feedback on Policy Monitoring proposal, then it will go back to BDC for revision. Will start monitoring policy again beginning with P&R policies. (P1.2) • Historically, the Board Admin. has done the monitoring reports. Other co-ops have used surveys (Survey Monkey or Google forms) so the Board can monitor themselves. Will start this in Oct. (P1.2.1-P1.2.2) • The CBLD Boundary policies are used by other co-ops. Consider using this with the new GM and adapt it as needed. If the Board chooses not to use CBLD, a group of Board members will be needed to work on revising policies. • Ends Policies will be addressed through Strategic Planning process. 	<p>Send Adrienne any additional thoughts on the Proposal for Return to Policy Monitoring.</p> <p>Make decision on proposal at the Sept. Board meeting.</p>

	<ul style="list-style-type: none"> • Different Boards use different rating scales to determine compliance with policies. BDC can look at different scales and make a recommendation to the Board. • A timeline for Board development Sept.-April is included in proposal. • Start thinking of who you want to recruit to the Board. (P4.4.1) • Set Nov. retreat date. Mardi will send a Doodle poll. 	
Study & Engagement: The Policy Governance Model	<ul style="list-style-type: none"> • Ran out of time for this section. 	Table this training until Sept. meeting
Closing & Evaluation		
Adjournment	The meeting concluded at 8:00 pm	--

These minutes have been approved by the Board of Directors.