

Board of Directors Meeting Minutes
February 21, 2024 at 6:00 pm (teleconference)

Present: Laura Weiss, Randy Rydel, RJ Halloran, Joseph Correa, Diane Krapf, Heidi Beierle, Tony Vernon

Absent: Margaret Gerard

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

Topic	Key points	Outcome
Welcome, check-in, agenda review		--
Consent Agenda: <ul style="list-style-type: none"> • 1/6 Board Retreat Minutes • 1/17 Finance Minutes • 1/18 SPC Minutes • 1/19 BDC Minutes • 1/25 SPC Minutes • 1/31 MAC Minutes • 2/2 SPC Minutes • 2/12 SPC Minutes • Key Indicators for January • B1.1-1.12.1 Financial Condition Monitoring Report • Proposal for Policy Amendments • Message from a Member • Annual Meeting Agenda • Nomination of Board Candidates 	<ul style="list-style-type: none"> • Facilitator asked if everyone had read the meeting packet. One Board member stood aside from the voting. • Requests were made to pull 1/17 Finance Minutes down to the main agenda for discussion. 	Approved by Consensus with removal of 1/17 Finance Minutes.
Board Chair Report	<ul style="list-style-type: none"> • The Marketing and Outreach Director, Amy Drury, has resigned. The Co-op is hiring a Marketing and Outreach Manager. • The Co-op is in a status quo process now with the unionization which means everything is operating as usual. The Co-op has sent Teamsters the information requested. The Co-op will send regular staff updates throughout the process, which can be shared with the Board. • The March Board meeting will be on March 20th. 	
Finance Minutes	<ul style="list-style-type: none"> • The financials are from Period 12. Inventory had not been done for the end of the year. Margins look worse between quarters. • The Finance Committee reviewed Period 13 financials last week. Operations has revamped allocating hours to departments. They are providing support to address missing targets, especially in Prepared Foods. 	Finance minutes approved by consensus.
Staff Bonus Proposal	<ul style="list-style-type: none"> • The management team and Finance Committee are recommending not giving a staff bonus for 2023 as we are barely profitable and haven’t met our targets. • Giving a staff bonus would put us in a negative for the year. • In the past 3 out of the 5 years we have given a staff bonus, but we were profitable. Some of that cash flow was due to ERC funds. • Financials have been shared with staff. • Recommendation approved by consensus. 	Approved by Consensus.

Strategic Plan DRAFT Review	<ul style="list-style-type: none"> • The Board reviewed the revised Strategic Plan and provided suggested edits. • The Strategic Planning Committee is also working on compiling additional information for Operations to consider when reviewing the plan. • The Board reviewed the proposal to reinstate the Co-op's previous Mission and Vision. Approved by consensus. • The Strategic Plan will be shared with managers before it goes to members for review at the Annual Meeting. 	The previous Mission and Vision will be reinstated.
Executive Session: GM Transition	<ul style="list-style-type: none"> • The meeting moved into Executive Session at 6:59 pm. • The Board discussed Patrick Saylor's resignation due to personal reasons and the plan for the Interim GM. 	The Board will pursue hiring an outside Interim GM.
Adjourn	<ul style="list-style-type: none"> • Meeting adjourned at 7:47 pm 	

These minutes have been approved by the Board of Directors.