

Board of Directors Meeting Minutes
March 12, 2025 at 6:00 pm (In-person)

Present: Laura Weiss, Diane Krapf, Margaret Gerard, Tony Vernon, Randy Rydel, Heidi Beierle, Jessica Gillis, Alexander McIntyre, Lisa Sedlar

Absent: Erin Grant

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

| Topic | Key points | Outcome |
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| Welcome, check-in, agenda review | | -- |
| Member Forum/ Board Announcements | <ul style="list-style-type: none"> No Announcements | |
| Consent Agenda: <ul style="list-style-type: none"> 2/12 BOD Minutes 2/12 Finance Minutes Key Indicators for February B1.1-1.12.1 Financial Condition Monitoring Report 2/26 BDC Minutes P2 Policy Proposal for Standing Board Trainings P3 Ethics & Code of Conduct Edits 2/26 MAC Minutes Proposal for Lisa to be a check Co-Signer | <ul style="list-style-type: none"> The facilitator confirmed everyone had read the meeting packet. There was a request to pull down the P2 Standing Board Training policy proposal and P3 Ethics & Code of Conduct policy edits for discussion. | Approved by consensus with the exception of P2 and P3 policy edit proposals. The Board has approved Lisa as a designated check co-signer for all banking activity. |
| P2 Standing Board Trainings Proposal | <ul style="list-style-type: none"> Directors discussed the proposed P2 Standing Board Training policy drafted by the BDC and shared their feedback on the proposal. The trainings listed are foundational for Board service. | The BDC will review the feedback and work on an updated proposal for approval. |
| P3 Ethics & Code of Conduct Proposal | <ul style="list-style-type: none"> The Board reviewed the proposed edits made by the BDC to strengthen the policies around conflict of interest and attendance. A proposal for alternative language was offered for clarification and to streamline the policy. The updated proposed language was approved by consensus. | Updates to the P3 Ethics & Code of Conduct policies will be made. |

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| Board Chair Report | <ul style="list-style-type: none"> • The Board Election will run until March 27 at 9 pm. • Lisa will be at the NCG meeting for the April Board meeting. The April Board meeting will be rescheduled for April 23. • The Board Admin will follow up to schedule the Spring Board Retreat. • The Co-op's 55th Anniversary Celebration will be on September 6th. | |
| Leave of Absence Policy | <ul style="list-style-type: none"> • The BDC believes that the Board should establish a policy for how Board members can request to take a leave of absence. Directors reviewed key ideas that the BDC had agreed upon for Board review. | The BDC will draft a Leave of Absence policy for Board approval. |
| Annual Meeting | <ul style="list-style-type: none"> • The Board reviewed the Annual Meeting event agenda. | |
| Monthly CEO Report | <ul style="list-style-type: none"> • Lisa provided a monthly update and shared progress on her onboarding goals. • We are on a good trajectory with sales growth. • There was a recent cost of living adjustment made for non-union staff. Changes to union staff wages will be made soon once the union contract is in place. • There has been an internal promotion for the new Grocery Category Manager position. • Tariffs are looming. The cost of steel and aluminum may change which will affect beverage pricing. Lisa has been communicating with our distributors and vendors to ask them to let us know if they are seeing any changes. The team is monitoring potential price changes. We are looking to drop the price on key items where we can. Hopefully, there will be no agricultural tariffs. We benefit from vending with smaller farms as changes have not impacted them as much. We have added additional approved egg vendors to keep up our supply and continue to provide eggs. • The all-staff meeting will be scheduled for June/July. • Lisa is continuing to meet with NCG team members and learn more about how we can utilize their resources and support. • Lisa is becoming familiar with the cooperative business model and the decision-making process. • Lisa has reviewed the metrics for the Business Plan with the Leadership Team. They are working on making the plan more actionable and operationalizing the goals. • The Board appreciated Lisa's monthly report. | |
| Messaging Our Values | <ul style="list-style-type: none"> • The Letter to Our Community was very well received by the staff, members, and shoppers. | |

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| | <ul style="list-style-type: none"> The Board thanked Lisa for the letter and noted that the Co-op is in a position to use their voice. | |
| Executive Session: Union Negotiation Update | <ul style="list-style-type: none"> Executive Session started at 7:20 pm. Lisa provided an update on the union negotiation. | |
| Executive Sessions: Staffing Update | <ul style="list-style-type: none"> Lisa provided an update on staffing. | |
| Closing and Evaluation | <ul style="list-style-type: none"> It was acknowledged that this could be the last meeting for the Board candidate incumbents Margaret Gerard, Laura Weiss, and Alexander McIntyre. The Board thanked them for their service. | |
| Adjourn | <ul style="list-style-type: none"> Meeting adjourned at 7:50 pm | |

These minutes have been approved by the Board of Directors.