

Minutes of the 25 October 2022 Meeting

Present: Mary Becker, Co-president; Kerry Vachon, Co-president; Amy Morse, Secretary; Emily Lefebvre; Chloe Minagawa; Davinica Nemtzow and Heather Pittard

Also present: John Crane, General Manager; Sarah Braik, Board Assistant; Colin Vettier, Suzette Bois, Sonya Raab, Michael Goldenberg and Sarah Erin (Member-Owners)

Absent:

CALL TO ORDER

7:09 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:09 PM-7:18 PM

Davinica led a team-building exercise.

2. PRELIMINARIES

7:19 PM-7:23 PM

Kerry reviewed the agenda and facilitated the meeting.

3. MEMBER-OWNER FEEDBACK

7:24 PM

Six Member-Owners (MOs) expressed interest in attending tonight's meeting. Questions about the minimum wage referendum and a request to remove Israeli products from the shelves were referred to John (GM). It was decided that if there was time at the end of the meeting they would be briefly discussed.

4. ADMINISTRATIVE ITEMS

7:25 PM-7:48 PM

--The Board approved by consensus the September 15 minutes, with one addition.

Kerry announced that Chloe has agreed to be treasurer

--The Board approved Chloe's appointment as treasurer by consensus.

Kerry announced that the co-presidents will rotate facilitating from now on as rotating through the full Board has not worked as well as expected. Emily has agreed to be the timekeeper/process monitor for every meeting.

Kerry and Chloe presented the 2023 Board budget and answered questions. They explained that if the Equity Committee goes ahead with its plan to recommend one facilitated Diversity and Equity (D&I) training this year, the fee can be covered with the "Other" line item as well as unspent funds from other line items, as the Co-op's bylaws allow for funds to be moved between line items at the Board's discretion. Kerry suggested attending the Columinate DEI training first, and then deciding if additional training is needed.

--The Board approved the 2023 Board budget by consent

The Board has signed the Co-op Board Leadership Development (CBLD) contract for the coming year and got the early bird discount. CBLD provides consultation services and training.

5. BREAK

7:49 PM-7:58 PM

6. GM POLICY MONITORING

7:59 PM-8:24 PM

John presented store updates and the B1: Financial Condition Q3 monitoring report. Sales continue to be brisk, and the Co-op may exceed seven million dollars in sales this year. Margins continue to be an issue, particularly in the meat department, which may be due to theft. John has installed new security cameras, which have reduced theft considerably. Other recent technology upgrades have increased efficiency. The Board discussed ways of engaging MOs in store activities. Kerry asked John to provide a brief report at the next meeting on the margin issue.

--The Board accepted by consensus the B1: Financial Condition Q3 monitoring report as being in compliance, finding it to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

7. EDUCATION AND EVOLUTION

8:25 PM-8:48 PM

The Board discussed next steps following the Board retreat. John answered some questions about potential store expansion and the Board agreed to review the notes from the retreat and continue this discussion next month.

Kerry facilitated an evaluation of Board policies C1: Governing Style, C2: The Board's Job, C3: Agenda Planning and C4: Board Meetings. The Board agreed that it is in compliance but could make improvements. Noted in particular was the overly academic language, especially of the Governing Principles, the relationship between the Board and its committees, and multi-year work plans. Emily agreed to start a working document, and Mary and Kerry will contribute. Kerry will contact CBLD It consultant Hether Thayer for guidance and resources. It was agreed that committee meetings will be added to the Board calendar when feasible.

8. COMMITTEE REPORTS

8:48 PM-8:55 PM

Emily presented the Perpetuation Committee report. Amy has been conducting exit interviews and got some helpful feedback. It was suggested that we conduct regular stay interviews or pulse surveys as a means of routine Board evaluation. Emily has begun to create a timeline, and Davinica, Amy, Chloe and Heather have offered to help. The Perpetuation Committee will present an updated committee charter at the next meeting. Emily as chair of the Perpetuation Committee announced to the board that she has appointed Chloe to the Perpetuation Committee. Davinica, Amy and Heather shared that they would be interested in also being involved in the Perpetuation Committee. Emily will follow policy in appointing new members.

The Equity Committee will present its report and proposals at the next Board meeting.

9. OPEN FORUM/CLOSING

8:56 PM-9:01 PM

All directors appreciated the discussion of Board engagement as there was full engagement, with lots of great ideas. Many Board members offered to participate in a variety of projects. They also prefer meeting in a home rather than an office. They were pleased with the number of MOs who attended as guests at the meeting. Emily offered to follow up with the guests.

10. NEXT MEETING

9:01 PM

The next Board meeting is scheduled for Tuesday November 27, 2022, from 7:00 PM-9:00 PM at the home of Chloe Minagawa.

At 9:01 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant