

Minutes of the 15 September 2022 Meeting

Present: Mary Becker, Co-president; Kerry Vachon, Co-president; Cameron Brookfield, Treasurer; Amy Morse, Secretary; Chloe Minagawa; Davinica Nemptzow and Heather Pittard

Also present: John Crane, General Manager; Em Seekins, Front-End Manager; Don Moffitt, Columinate Consultant; Sarah Braik, Board Assistant

Absent: Emily Lefebvre

CALL TO ORDER

7:03 PM

1. WELCOME/CHECK-IN/ANNOUNCEMENTS

7:03 PM-7:14 PM

Justin DeWalt has resigned due to family responsibilities. Mary and Kerry plan not to seek another term as co-presidents.

Cameron led a team-building exercise.

2. PRELIMINARIES

7:15 PM

Amy reviewed the agenda and facilitated the meeting.

3. MEMBER-OWNER FEEDBACK

7:16 PM

A request was made for bulk buying to facilitate greater financial accessibility, as was done when the Co-op was a buying club. John (GM) stated he would be amenable if MOs were willing to organize it.

4. ADMINISTRATIVE ITEMS

7:17 PM-7:54 PM

--The Board approved by consensus the July 26 minutes.

The Board discussed the draft revision of the Board community agreement incorporating suggestions made at the previous Board meeting.

--The Board approved the Board community agreement by consensus, with one edit.

Don introduced himself and presented a proposed agenda for the Board retreat, prioritizing financial feasibility of store expansion. He reminded the Board of their fiduciary responsibilities. After discussion the Board approved the agenda and settled on logistics.

The Board confirmed the time and location of the October 2 Board retreat. Columinate consultant Hether Frayer will facilitate, and food will be supplied by the Co-op as per precedent.

Based on a recommendation from the Co-op's accountant, John proposed an amendment to the dividend payout plan approved last month, to distribute the dividend to all customers rather than just those who earned \$5 or more.

–The Board approved by consensus the proposal to distribute dividends to all Co-op customers.

Kerry proposed that the Board accept Justin's resignation from the Board.

–The Board approved Justin's resignation by consensus.

5. BREAK

7:55 PM-8:01 PM

6. GM POLICY MONITORING

8:02 PM-8:37 PM

John presented store updates, July and August financial statements and the B4: Member-Ownership Rights & Responsibilities, B3: Asset Protection and B8: GM Succession monitoring reports; and answered questions from the Board. He reported that August was an especially profitable month. John also clarified the Board's duty of care and duty of loyalty. Em Seekins remains the designated GM in the event of John's incapacitation.

--The Board accepted by consensus the B4: Member-Ownership Rights & Responsibilities, B3: Asset Protection and B8: GM Succession monitoring reports as being in compliance, finding them to include reasonable operational definitions/interpretations and evidence to support John's assertion of compliance.

7. COMMITTEE REPORTS

8:38 PM-8:47 PM

The Perpetuation Committee is planning to extend invitations to MOs to attend Board meetings in order to start building a base of eligible Board candidates for the next election cycle. Board members were reminded to begin reaching out to MOs regarding Board candidacy, keeping the Board's diversity goal in mind. They were also reminded that store staff are eligible to run for the Board.

The Equity Committee is considering shorter terms, scheduling tours of the store for Board members, and mandatory Diversity and Inclusion training for Board members. Chloe and Amy will bring these issues to the next Board meeting..

8. OPEN FORUM/CLOSING

8:48 PM-8:53 PM

The Board was pleased with the plan for the October retreat. Kerry asked Board members to respond to him ASAP about scheduling a Cooperative Board Leadership Development (CBLD) 101 training.

9. NEXT MEETING

8:54 PM

The next Board meeting is scheduled for Tuesday October 25, 2022 from 7:00 PM-9:00 PM at Cloudport.

At 8:54 PM the meeting was adjourned.

Respectfully submitted,

Sarah M. Braik

Board Assistant