

06/28/2018 BMC Board Meeting

Present: David Ludt, Katharine Arnold, Marina Carleton, Annie Gaillard, Keith Bellairs. Absent: John Mandeville, Willow Shepherd, Linda Romans. Beth Cate visiting. Bruce Kaufman arrives 6:29. Linda Romans arrives 6:54.

6:07 - Minutes : Annie concerned that much of the discussion Willow brought up was not included in the minutes due to her note taking. Will add. Marina proposes that minutes are approved with the condition that Willow's comments get added. Annie seconds it. Passed.

6:10 - Election of officers – Marina wants to step down from Board president. We need a new president and vice president. Annie is OK with becoming president. That means we need a secretary. Katharine wonders if we can nominate in absentia. Annie president, David Vice President, Linda potentially secretary and Keith treasurer. Katharine moves the slate, Marina seconds it. We have consensus.

6:20 - Table mentorship since the newest members are not present.

6:20 - Remote participation in Board meetings. Brought up by former board member Karla, What are our thoughts on it? Katharine is OK with occasional remote, but not regularly. Keith says there is nothing in the by-laws that prohibits it. We could put it in our policy handbook under C-4 perhaps stating under special circumstances no more than 2 times a year by remote method. Marina feels it is a cultural shift. Annie is OK with it as an experiment. Marina proposes it, Katharine seconds it.

6:31 – meeting time. 6-8 works so far. No change.

6:32 – By-laws. Every July the board calendar lists looking over the by-laws. Nothing urgent about the bylaws. If we go to patronage dividend we will need to look at the bylaws again.

6:35 Discounts. We gave \$140,000 in discounts. The entire missing margin is due to the size of the discounts given to the members. We should look at the discount policy but is it a collective issue? Without the 2% discount we would save about \$45,000. Bruce brought up that it became policy when policy governance came in and although it is a collective decision it is also the board's role to make sure we are financially stable. The profit is the board's prerogative. \$20,000/year in equity. If it is presented as a patronage dividend sooner than later it is a good way to intro it before the next annual meeting. This is not a decision the board needs to make but Keith proposes that the board adopts a policy to move to patronage dividend - Marina seconds it. Passed. Keith says we should bring it up at the board/staff retreat to work out the details. It will be decided by the board how the profits will be distributed.

6:54 Linda Romans arrives. Confusion as to meeting time. She agrees to give being secretary a try.

6:56 – Board/Staff Retreat: Sunday July 15th. Board president (now Annie) and liaison will come up with the agenda. Where is the co-op going? Management Structure. How do we get there? All about the financial health of the co-op. Staff wants more vision and wants the board to read the visioning statement before the meeting. Sharon will facilitate.

7:01 – CDS Proposal: Annie gave some background on the discussion with Brittany Baird. Marina is for it but concerned we will get some great document and not be able to implement it. Curious about what the success rate is for co-ops who implement it. Can the money come out of equity? Keith says yes. No objections to that. Consensus on going ahead with hiring her. Katharine brings up timing because the board/staff retreat and potentially postponing it if she can't come until after it.

7:20 – Willow's letter and the building project. Marina does recap. Discussion ensues. Linda talked to many people in the industry and felt that if it is done properly and potentially vented it could be OK. David feels that idealistically a different method works but we cannot afford it. His original concern about joists has been alleviated. This will fix moldy air, improve fuel efficiency, help the compressors, and mitigate other issues. Keith wants to go ahead but feel badly for Willow, but we need to do what is best for the majority. David feels an air exchanger actually exists by the amount of times customers come in and out. Despite Willow's personal and educational concern the decision still stands. Regina should go ahead with signing the loan. Tim Hartt is the project manager.

7:43 – David proposed we discuss management philosophy. Discussion ensued...

8:03 – Proposal to adjourn. Passed.