

## **Buffalo Mountain Food Co-op Board Meeting 12/21/17**

Present: John Mandeville, Zarina O'Hagin, David Ludt, Chris Duff, Annie Gaillard, Keith Bellairs, Katharine Arnold, Marina Carleton

Absent: Karla Haas Moskowitz

### AGENDA

- 6:00 – 6:05 Member Input
- 6:05 – 6:15 Review minutes from 11/16/17 and 11/29/17
- 6:15 - 6:40 Management Monitoring
  - B7 Communication to the Board
  - B8 Board Logistical Support
- 6:40 – 6:50 Review Meeting Time
- 6:50 – 7:05 Equity Redemption Policy
- 7:05 – 7:15 Update Committee List
- 7:15 – 7:25 Moco Update – are our sales impacted?
- 7:25 – 7:35 Equity Account & Capital Account (John Mandeville)
- 7:35 – 7:45 Restructuring Committee Update
- 7:45 – 7:55 Update from Zarina regarding finance team / benefits
- 7:55 – 8:00 Plan next meeting

Started 6:05

**Member input:** Steve Gorelick talked about Gagnon's. Is there a way to help? It was felt that the co-op is not able to help.

6:08 – **November minutes:** approved

6:10 - **Emergency meeting minutes** (11/29): approved.

6:13 – **B7 and B8 Ends monitoring report:**

B7 Communication with Board:

As per Katharine presented...approved. Staff created 2018 budget.

B 8 Board Logistical Support:

1: yes except for the budget

2: yes, email

3: yes

Motion to approve B7 and B8 by John, Marina seconded.

6:20 - **Review meeting time.** Do we want to keep it at 6:00? Yes.  
Review at May meeting.

**Off agenda:** review amount of meetings a board member can miss. It is automatic but we could potentially reappoint someone. Also Chris is planning to leave the board. This is historically when we begin to look at recruiting new board members. Some suggestions: Nichole Davington, David or Tracy Gross, Bruce Kaufman. Who else is up for re-election? – Zarina, Annie. Both planning on running again.

6:32 – **equity redemption policy:** Keith thinks there should be an easy policy to give members' equity back. Options could be: Members would need to make a formal request and make sure there are no outstanding IOUs. Budget \$1200/year. Chris says Review bylaws on this. 2.6 in the bylaws, 2.7 states equity returned by terms determined by the board. Keith says if there is the \$1200 cushion, staff can deal with it. If more than \$1200 it would need to come back to the board. Collective tells board if there is an equity request paid out. Keith drafted a policy and a request form. Keith apologizes for last minute info presented. Discuss and vote next meeting. Discussion on what to do in situations such as: Equity abandoned by death? If it is a couple does the deceased member's equity get added to the mate's equity? A membership is like a share. Legally there are rules for how it is dealt with. Finance committee will look into it. Clarity on equity with it's multiple issues needed. Keith apologized for late sending of Equity information for this meeting.

6:59 - **Updated committee lists:**

Finance committee: Keith, John, Regina, Barry, Steve Gorelick

Policy Governance: Chris, Marina, Keith, John – committee is sleeping but not abandoned

Visioning: Annie, Zarina, Taylor, Katharine

Conflict resolution; Deb hart, Deb Wilson, Chris, Marina, David

Restructuring : Katharine, Beth, David, Frey, Karla, Em, Deborah H., Joanna Gordon

Proposal for new committee: sedition/disruption committee. Forming to meet to discuss challenging and deeper issues about co-op in an open-ended way. David, Zarina, Katharine, Chris, Annie, Marina.

7:15 – **MOCO update:** are our sales affected? Not evident yet. Keith says month by month our gross sales are up so it is OK.

7:21 – **Equity Account/Capital Account:** next meeting

7:22 – **Restructuring committee update:** Going well. Team management structure idea moving along well. All staff retreat Jan 21, will be fleshing out some of the coordinating team ideas. Moving slowly in order to get it right.

7:25 – Kate brought up that Karla is proposing the creation of an official strategic plan.

7:27 – **collective finance team/benefits:** Zarina is an advisor. Unable to meet yet, but has a potential date.

7:31 – **Plan next meeting:** Marina wants to set up a potential calendar year for setting agendas. For January, visioning committee check in, nomination of board members, annual meeting planning, Equity redemption policy, finance committee report, C7, C8, Finance team update.

David brings up Karla's status on board. According to the bylaws we need to "fire her" although she can come to the next meeting and if she will be here more regularly we can re-appoint her. However she is welcome to be on the committees as a member. Marina will get in touch with her.

Meeting adjourned 7:42

**Next Meeting January 25, 2018**