

Jan 2020 Board Meeting

Members present: Present: Annie Gaillard, ~~Keith Bellairs, Andrew Higley~~, Heather Davis, Katrina Rationale, Katharine Arnold, Emily Hershberger, Steve Gorelick, Bruce Kaufman, Linda Romans

1/23/2020, 7PM

7:07 – meeting comes to order

7:07 - Member input – Member who was interested was not able to come, wrote article on affordability. Annie will send copies.

7:09 - Review and approve Dec minutes. Katharine makes motion to approve. Linda seconds.

7:11 - PG Ends report: (Remember: last meeting we agreed to review BEFORE the meeting so we could just approve or make suggestions!)

C7 – Committee Principles – no changes, in compliance

C8 – Governance investment – Heather changed C8:3a on 1/26/20

We will use training and retraining to orient new directors and candidates for membership, as well as to maintain and increase existing directors' skills and understanding.

Changed to:

We will orient new directors and candidates for membership, as well as to maintain and increase existing directors' skills and understanding.

7:20 - Review and approve PG changes from last meeting (see Dec minutes)

- B7 – board communication rewrite – Emily – Heather changes – approved

The Management ~~shall not cause or allow the Board to be uninformed or unsupported in~~ **will support and inform the Board in** its work.

The Management will ~~not~~:

~~1. Fail to designate a single member of the Management as the liaison between the Management and the Board.~~

~~a. Have less than one other member of the Management sufficiently familiar with Board and Management issues and processes to enable her/him to take over with reasonable proficiency as liaison.~~

2. Submit monitoring reports that are ~~untimely or inaccurate, or that lack~~ and operational definitions and verifiable data directly related to each section of the policy
3. ~~Fail to~~ report any actual or anticipated noncompliance with any Board policy, along with a plan for reaching compliance, in a timely manner.
4. ~~Allow~~ **Inform** the Board to be ~~unaware~~ of relevant trends, public events of the Cooperative, or significant internal and external changes.
5. ~~Withhold~~ **Offer** their opinion if the Management believes the Board is not in compliance with its own policies on Governance Process and Board- Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Management.
6. Deal with the Board in a way that **does not** favors or privileges certain Board members over others.
7. ~~Fail to supply~~ **Provide** for the Board's consent all decisions delegated to the Management yet required by law, regulation, or contract to be Board-approved.

B7 Monitoring Report

~~1. Who is the current liaison between the Management and the Board? Who is currently designated to back up the liaison and is s/he sufficiently familiar with Board and Management issues and processes? How is the Management liaison position working for the liaison, the Management, and the Board?~~

- B3 – Board Support double negatives – Heather – approved

The Management shall ~~not allow~~ **assure** assets are ~~to be~~ unprotected, ~~unreasonably~~ risked, **and** ~~or~~ inadequately maintained.

The Management will ~~not~~:

1. ~~Allow~~ **Assure** equipment and facilities to be ~~inadequately~~ insured, or otherwise ~~unable~~ to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
2. ~~Allow~~ **Avoid** unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. ~~Allow~~ **Assure** ~~inadequate~~ security of premises and property.
4. ~~Allow~~ **Prevent** data, intellectual property, or files to be unprotected from loss, theft or significant damage.
5. ~~Allow~~ **Assure** ~~improper~~ usage of members' and customers' personal information.
6. ~~Allow~~ **Assure** purchasing that is ~~irresponsible~~ **or and not** subject to conflicts of interest.

7. Allow lack of **Assure** due diligence in contracts.
8. ~~Allow damage to~~ **Protect** the Cooperative's public image.

- Revisit C6 about 6a – officers – resend!!

7:35 - Annual meeting discussion:

- Change date in Board Calendar – change to April but keep school spring break in mind
- Begin nominating process – Board Staff Liaison, staff develop parameters and procedures and is put into employee handbook. Same term limits as regular board members.
- Election start/finish dates - Annie, Linda, Andrew, Bruce up for re-election this year. Linda will not run. Annie & Bruce would like to run again. Unsure about Andrew. Start elections at annual meeting and voting for next two weeks. Put out in middle of February.
- Location – Sunday April 5th, at the High School? Start at 4pm
- Committee volunteers – committee gets vendors, keynote speaker, space, door prizes,
 - Katharine
 - Katrina
- Guest speaker or not? No speaker, focus on stay/go team results

8:04 - GM report

- Foundational work in Quickbooks
- Coming up soon - Move freezers, hand pies, update bathroom
- “Price image” and comparing prices to competitors
- Reviewing Basics program – March endcap of Basics and affordable items
- NFCA – creating value, reducing waste
- Update to buying policy
- Member survey around buying habits
- Policy was cleaned up, Add social responsibility as another consideration.
- Emily is still working on budget
- Board approved buying computers for \$1,200

8:39 - Parameters group report

- Team “Go” – Elizabeth, Bruce, Heather, Beth, SWOT Analysis, summary available, next meeting Feb. 4th
- Team “Stay” - Steve, Chris Duff, Katharine, Barry, David Ludt, Bruce – will also send out their SWOT analysis, next meeting next Thursday Feb 6th at 7pm

- Linda and Bruce will gather info about space at Village Market, Steve will send along whatever numbers we have about the business

8:50 – Announcements

Decide by March meeting patronage dividend procedure

Next meeting February 20th at 6:30pm

8:52 - Adjourn