

Board of Directors Meeting Minutes

April 10, 2019

Present: Melissa Morin, Caroline Kinsman, Randy Rydel, Terrance Morris, Ceci Lopez, Margaret Gerard, Seth Mangold, Laura Weiss, Ryan Peters, Jean Rogers, Amy Esary, Jon Edholm, Mark Lee (executive session only)

Absent: Adrienne Renz, Kris Buettner

Facilitator: Holly O'Neil

Announcements: Cascadia Film Festival is showing the film Anita on April 12 and Ceci is participating on the panel. Whatcom Food Network Forum is Thursday, May 16, 2 pm at the Squalicum Boathouse.

To-do: Jean - Send the Whatcom Food Network Forum information to the Board.

Board guidelines for participation:

- One person speaks at a time
- Avoid repeating ideas, and be aware of sharing the floor so that all voices can be heard.
- Listen for understanding.
- Speak from the heart.
- Suspend judgement.
- Hold space for differences.
- Slow down the inquiry when needed.
- Cooperate and build on other's ideas to find solutions.

The Board will include a sheet at meetings to note ideas that would be interesting for the future.

Consent Agenda: All directors confirmed they had read their packets.

- *GM Reports: B2.1- B2.4 (E2); B7.1 – B7.5 (E7), B7.6 (E7):* A director would like to clarify the definition of "local" and "sustainable", as the words appear to be used interchangeably in the policy. It would be good to have a definition of sustainable in relation to locally grown products and preferential consideration. She encouraged continuing the upward trend of carrying more local and sustainable products. Another director agreed we should be clear about the definitions if the wording is in Board policies. The GM incorporated the feedback from the previous Board discussion on B2.1 and B2.3 into the report. The area that is still in question is the definition of the terms.

Suggestions: Talk with the sustainability coordinator about how we define the terms "local" and "sustainable", and pull GM reports B2.1 and B2.1.3 for further discussion.

- *Committee Reports: Finance, Members Affairs (MAC), Board Development (BDC):* Correct the names on the absent list of the March BDC minutes.
- *March 2019 Board Minutes:* No comments.

Decision: Approved by consensus with the exception of B2.1 and B2.3, pulled for further discussion when the GM is present.

Investment Share Dividend Proposal: A few years ago, we started exploring selling investment shares in the Co-op, and that sale is ending soon. The Board decides annually whether to pay out dividends on the shares. The program is helping the Co-op pay down the loans on our expansion projects. It is advisable to make the payout this year to encourage future investment. The Finance Committee reviewed the proposal earlier in the day. Board meeting dates vary, but the Finance Director advised keeping a consistent date for the dividends by selecting the last day of April each year. The funds are included in the current budget under interest expenses. We have 62 investors and will likely get \$1.6 million in investment shares. Those numbers may increase slightly since the deadline to invest is April 14, 2019, after this board meeting.

Disclosures: Since directors receive no special privilege from the program there is no legal conflict of interest to invest, and the disclosures are intended for transparency. Laura, Ceci, Caroline and Ryan disclosed interest in the investment share program. Randy disclosed that he is a shareholder for transparency.

Proposal: To pay a dividend of approximately \$27,628 on investment shares (approximate because the Co-op is still selling shares until April 14, 2019).

Decision: Approved by consensus.

Report from the Chair:

- There is no regular Board meeting in May due to the retreat.
- Spring Strategic Planning Retreat: May 4, 8:30 am, Connections Building Classroom
- Fall Retreat: Please hold the dates of November 9 and 16th for now.
- CCMA (Consumer Cooperative Management Association) Conference: The conference accepted Ceci's presentation proposal as a featured presentation. The Board is looking for a third presenter to attend.
- Reminder: Executive sessions are confidential.

Board Chair, Vice Chair, Committee designations:

Proposal: For Caroline Kinsman to serve as Board chair, and for Ryan Peters to serve as Board vice chair.

Decision: Approved by consensus.

Proposal: For Board directors to serve on the following standing committees. Directors must have a standing committee assignment, but can attend any other committee meeting:

- **Finance:** Randy Rydel, Laura Weiss, Margaret Gerard
- **Member Affairs:** Ryan Peters, Seth Mangold, Terrance Morris
- **Board Development:** Ceci Lopez, Melissa Morin, Caroline Kinsman

Decision: Approved by consensus.

Co-op Officers:

Proposal: To approve the following slate of Community Food Co-op officers:

- Adrienne Renz, President
- Jon Edholm, Vice President and treasurer
- Jean Rogers, Secretary

Decision: Approved by consensus.

Monitoring P3 - Code of Ethics and Conduct: Directors signed the code of ethics and conduct and disclosed potential conflicts of interest (directors with potential conflicts agreed to stand aside when appropriate).

- Margaret Gerard works for Sunseed Farms, a Co-op supplier.
- Ryan's partner works at the Co-op and his company, Tambor Acai, sells a small amount to the Co-op.
- Caroline works for Scratch and Peck Feeds, a company that has sold to the Co-op in the past and might sell to the Co-op in the future.
- Seth Mangold is a Co-op employee and the staff representative on the Board.
- Terrance Morris is involved with groups who have received grant funding from the Co-op, but receives no income from the programs and events.
- Melissa Morin, Laura Weiss, Randy Rydel and Ceci Lopez stated that they had no potential conflicts to disclose.

Holly reminded the group of the responsibility of confidentiality in the Code of Ethics and Conduct. As well as verbal confidentiality, directors are responsible for keeping all written documents protected.

Suggestion: Revise P3 to distinguish the unique position of the staff Board director.

Executive Session (8:10-9:00 pm): The meeting concluded with an executive session to discuss legal matters. The Board invited Amy Esary and Jon Edholm to stay for the Executive Session. Holly O'Neil, Jean Rogers and Cynthia Pristell left before the executive session

Motions introduced by Mark Lee:

- To authorize General Manager Adrienne Renz to act on behalf of the Co-op.
- To allow Finance Manager Jon Edholm to receive service.

Decision: Approved by consensus.

Next Co-op Board of Directors meeting: June 12, 7 pm in the Connections Building Classroom, 405 E Holly St.