

Board of Directors Meeting Minutes

November 9, 2019 (conducted during the Fall Retreat)

Present: Randy Rydel, Wynne Marks, Donna Nygren, Joshua Jackson, Amy Esary, Melissa Morin, Laura Weiss, Caroline Kinsman, Ryan Peters, Ceci Lopez, Terrance Morris, Adrienne Renz, Seth Mangold, Margaret Gerard, Beth Andrews, Nick Barrett, Jean Rogers, Alana Smith

Absent: Jon Edholm

Facilitator: Holly O'Neil

Consent Agenda: All Board directors confirmed that they had read the consent agenda materials.

GM Report B1.1-1.12.1 (Financial Condition): Pulled down onto the business agenda.

Monitoring Report P1.7: No comments.

Committee minutes (Board Development - BDC, Finance, and Member Affairs - MAC): 2nd bullet in the BDC minutes under Board recruitment and planning was updated to read, "It's important to be mindful that if incumbents win, other good candidates might be discouraged."

October 2019 Board minutes: No comments.

Annual Meeting Proposal: Pulled down onto the business agenda.

Decision: Directors approved the consent agenda by consensus excluding the Annual Meeting proposal and GM report B1.1-1.12.1.

Annual Meeting: To a question of whether we specifically want to talk about the Co-op's successes and challenges with sustainability at the Annual Meeting, a Board Development Committee (BDC) member said this is likely, and BDC will finalize the details during upcoming meetings.

GM Report B1.1 – 1.12.1 Financial Condition: In Quarter 3, Margin minus Labor (MML) dropped to 10.38%, below the required 11% (B1.6.4). Accordingly, the GM reported non-compliance with B1.6.4 in her third quarter internal monitoring report. Management is still investigating the reasons for the drop in MML, so they did not outline a plan for returning to compliance yet. They expected \$20,000 more when inventory was completed, and there was a similar unexplained drop in in Quarter 3 last year. The trend is only at the Cordata store. There was no rebound in MML last year in Quarter 4, and that may be the case this year as well. Merchandising manager Joshua Jackson will look into the issue further.

Board Recruitment: Caroline is stepping down from the Board, and the group discussed options for filling her seat. The Board may choose whether they want to fill the open seat by appointment or during the upcoming election. Appointed directors run for election when the term is up – in this case, 2021. This will be on BDC's December meeting agenda. Caroline is willing to stay through the 2020 election (March 1 – 31). Election applications are due January 16. We will advertise the Board Staff Director election with notices in the staff logbooks and mailboxes as well as on Paycom.

Considerations:

- The group values the ability to work effectively in a consensus board setting.
- A director asked about filling seats with specific strategic goals or set positions in mind (this could require a member vote on a bylaw change, and might work for an appointing board). The group historically takes a holistic view of the skills represented on the Board.
- This is an opportunity to recruit new directors and to reflect on the long term impacts of the proposed ideas.

The business meeting ended at 9:30 am.

Next Co-op Board of Directors meeting: December 11, 6:00 pm in the Connections Building Classroom.