

DRAFT Agenda
Board of Directors Meeting
August 10, 2022 at 6:00 PM (in person)

Mission: *Consumer owned grocery stores serving our community with quality products and honest information*

Vision: *A just and livable world with a sustainable economy founded on informed choice and cooperative values.*

Agenda Items	Question Proposal Report	Attached?	Who	Minutes	Start time
1. Welcome, agenda review	--	No	Ceci	10	6:00 PM
2. Consent Agenda: <ul style="list-style-type: none"> ● 6/20 Board Minutes ● 7/22 Special Board Mtg. Minutes ● 6/15 & 7/20 BDC Minutes ● 6/29 MAC Minutes ● 7/27 Finance Committee Minutes ● Key Indicators for July ● B1.1-B1.12.1 Monitoring Report ● GM Report 	Proposal	Yes	Ceci	5	6:10 PM
3. Board Chair Report <ul style="list-style-type: none"> ● The chair will do business section of the meetings (see policy reference for chair's prerogative) ● In person meetings – 2 hours with break ● Dedicated second half for board discussions will be facilitated by Holly or other experts as needed. 	Report	No	Ceci	10	6:15 PM
4. MAC Presentation & Discussion	Report	Yes	RJ & JoAna	30	6:25 PM
5. GM Report <ul style="list-style-type: none"> ● NCG Report 	Report	Yes	Jon	10	6:55 PM
6. BDC Report <ul style="list-style-type: none"> ● Review Proposal for Return to Policy Monitoring with Adjustments ● Time to start recruitment ● Set Fall Retreat date for November 	Report	Yes	Adrienne	15	7:05 PM

<p>7. Study & Engagement: The Policy Governance Model.</p> <p>Objectives:</p> <ol style="list-style-type: none"> 1) The Board clearly understands its fiduciary duties to the members. This will include clear knowledge that the Board responds to the membership and to do so, it must be “recognized that the Board—<i>as a governing body</i>—does not exist to advise the CEO but to form the accountability link between owners and operators” (Carver, 2000). 2) The Board understands the difference between Ends and Means. 3) The Board understands the relationship between GM Limitations, Ends, Means and GM Interpretations. 	Question	Yes	Holly	30	7:20 PM
8. Closing & Evaluation	Question	No	Ceci	10	7:50 PM
Adjourn	--	--	All		8:00 PM

Materials:

- Agenda
- Consent Agenda Items
- MAC Handout: About the Member Affairs Committee & Questions for Discussion
- Letter from Clyde Ford and MAC’s Response
- Flow Chart for Addressing Member Concerns
- NCG Report
- Proposal: Return to Policy Monitoring with Adjustments

Reference Documents:

- Notes from 5/22 Spring Retreat Notes from 5/22 Spring Retreat
- Article: “A Theory of Corporate Governance” by John Carver
- Article: Being a Good Boss