


Board Meeting Minutes
Tuesday, May 28th, 2019; 5:30-8:30 pm

Attended by:

Board Members: Naoki, Chris, Jenny, Cathy, Dave, Jay, Finnley

CM: Sonrisa, Kahadish, Rachel, Briar Rose

Member-Owners: Joel, Rod, Brian, Christopher

Guests: Brenda

Facilitation: Andrea **Minutes:** Brenda **Vibes/Celebration:** **Clean-up:**Jenny /Chris **Scribe:** Jay

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
	1/22/19	Jay	07/19	Jay will update 4.4 to correctly define the Secretary and Treasurer roles and bring it back to the board in May.
3	3/26/19	Jay	6/19	Jay will add after net income “, including everything but dividends and taxes” to 2.3
4	3/26/19	Rachel	6/19	Rachel will make sure interpretation and data are consistent with each other when the 2.3 report comes back.
6	4/23/19	Sonrisa	6/19	Sonrisa will respond to Chris’s proposed edits to 2.4.5.
9	4/23/19	Andrea, Naoki	6/19	Andrea will work with Naoki to design a review process to dig into the Ends report a little more.
12	4/23/19	Sonrisa/CM	6/19	CM will complete Ends report for June meeting.
13	4/23/19	Rachel	8/19	Rachel will schedule the audit for late summer and report back.
14	4/23/19	Sonrisa/CM	3/20	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
17	05/28	Rachel	08/19	Will bring back policy 2.3 when CPA has more firm numbers.
	05/28	Rachel	06/04/19	resub 2.3 plan for compliance (written in March)
	05/28	Finley / Jay	08/19	Finley and Jay will come back with of couple of options for member engagement activities

	05/28	Chris	09/19	review policy for supporting member bylaw petitions
	05/19	Gayle	06/19	April minutes for June meeting.

DECISIONS:

Decision: Reject report as submitted and ask for timely updates when numbers are more secure.

Decision: Reject q-4 report if its not meeting the key indicators compliance and wait until next meeting in June.

Decision: 1 month extension request to June for policy 2.4

Decision: Accepts 2.5 assets protection report as submitted.

Decision: Ask each of the 3 incoming directors in the 2019 election will serve 3 year terms

1)Policy 2.3 Report (1Q19)

2.3 - Rachel and Gwen , folks had questions

**2.3 - Net income. Sales growth and net not related. How did reduce our sales so much. (Sonrisa)
Rachel explained numbers for report.**

Answer: Asked board to cut budget, donations. Hopefully RSF will being doing budget in the future. End of the year numbers needed and clear. Not audited. Possible money back

Q: Will not be an issue for next year? CPA did not look at inventory spreadsheets. Spreadsheets did not show all info.

Q: Budget cuts Short term?

Answer: Annual

Comment: No expectation of 25% in each quarter. Because we don't have all the details.

Concerns: It is not attached to Q4.

**Revised numbers as needed? Approving a report with not all current data. Should report be approved?
Or wait until data comes back? Process?**

A: You have choices to get more info.

Amount of time? what is a good amount of time? Attempt will be made with CPA's to get a better idea of time. Communication with new info coming from CPA from Rachel.

Lots of recent good changes and long term developments.

2) 2.3 4Q:

Q: Note regarding shrink from email, was that included in original report?

A: Gwen brought emails to last meeting.

Q: Where is the plan for compliance ? Being clear on what the plan on net income? (Net income q4) Does it need to be added?

A: Not attached. No plan was approved by cm? Parts that are not listed. Could be included.

Q: How much time does it take cm to come up with a plan for compliance. Is it too much of an ask?

A: 2.3-1 had a plan of compliance was not included in packet.

Q: If q-1 was not approved why approve on q-4 if still waiting for q-1 to be updated.

Compliance from March can be added to the next packet.

Rachel will send March packet with next 2.3 meeting

*Not use CM for language, ready to be implemented instead

Q: Over 800 milk bottles lost?

A: Not known.

3) 2.4 extension request

Request made by cm to extend until June. Accepted. What happens if the board doesn't grant the extension request.

4) 2.5 report Assets

Long term plan not as planned. How to move money since its not in compliance?

Plan: To discuss at next financial meeting. [unclear missing detail]

Q: Drop safe, who has access and how many people?

A: Safe that cashiers drop till money at end of shift. 10 can have access but 8 have actual access.

Q: #6 - First year of electronic voting. Do we have access to that info- no record keeping system.

A: Sonrisa will ask.

Q: Root building revival 5.9 ? Team that can make building and facility project proposals and to be approved by CM. When, how many people?

A: CM budget. 6 CM will be writing the plans, not implementing them. For example: floor reset, reset back stock , offices. Physical plant manager hired.

Comments can be made to who about bank account? Rachel will be the best contact.

Announcements:

- Board orientation on June 16th. Place needed.
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5) CAKE!

General appreciation for outgoing board members. Thank you's!

6) Clear decision on Term- Length Assignments

Chris: 3 new board members coming on , 3 new open seats. A policy so who we know who gets what seats.

Q: Were candidates they told the seat held is for 3 years?

A: No.

Q: Are there implications?

A: Non known

Decision:Have each candidate serve 3 years.

7) Annual meeting debrief- Naoki

Concerns, comments or questions?

-Liked audience participation, find a way to encourage board members to move around the room for more interaction with different folks.

-Was informative

- Appreciation for Rachel sharing current financial situation

-Liked to panels and facilitation was great,

-Comments:

- More board support for Rachel during Rachels presentation.
- More framework how the board works.
- Engagement questions asked and discussions about being a member owner
- How do we make it more inclusive ideas
- Impressed with logistics and pulled off with a hitch
- Next year maybe for annual meeting - More framework set up before presentation
- Diversity in ages was nice to see.
- Questions about the food. Food could be organized better next year. Concerns about logistics about the long lines.
- Liked that the amount of time was less this year.
- More support for Rachel with their presentation.

8) Review of 4.2 Board Responsibilities - Naoki

Not reviewed board responsibilities. What needs to be changes?

Is the board in compliance with having a meaningful relationship with member-owners. -Average

Why do board members feel its average? More engagement around what everyone needs including stakeholders. Some members don't know what board members do. Mechanisms not working wells. For example; ways of communication is not great.

Not clear how to come to board with with bylaw proposals. Chris proposed a policy addition that ensures enough time for consideration of new bylaw. Needs to go to lawyer first. Chris will follow up at future meeting.

8) Orientation Planning

Amount of time for orientation meeting.

Q: Can there be a pre meeting before the orientation meeting.

A: Canteen for lunch location and then tabor space for meeting.

CM structure time: any time between 1-7

Finances time: 1 hour, going through the grey boxes as a priority for discussion.

OPEN FORUM:

Guest: Question. No focus on new site, another option was warehouse. Is there a basement? Dig a root cellar. Naoki will connect with guest regarding this.

AGENDA REVISIONS:

Board orientation.

MINUTES APPROVAL:

Decision: April notes will come back in June.

AGENDA ITEMS:

Plus: food , cake whole agenda , having a note taker, excited about announcements

Fail: Board orientation same day as PRIDE

Next agenda items. Welcoming new board members, CM board meeting,

BIKE RACK/FUTURE MEETING TOPICS:

- Revisit policy 2.7.1 Compensation and Benefits

- Accountability loop between CM and BOD– how is it actualized? – Refer to policy 3.4 Monitoring CM Performance
- Revisit whether or not to change Patronage Refund to Patronage Dividend in the bylaws
- Creating a policy for when new directors can vote
- 5-10 year planning on patronage trends and opportunities
- Discussion of how to communicate the Meeting Guidelines other than just having them
- The “staggering” clause of Article 4.3
- Further developing the “CM nominates/Ownership elects” proposal
 - Look into 80% insurance issue within 3 months (2.5.1.1)
- Submit a more developed Share Cost policy to the agenda committee (4/23/13)

DRAFT