

**Co-op Board Meeting
Tuesday, August 18, 2015
6:30 pm at the Community Center**

6:30 pm Presentation from Kari Bradley from Hunger Mountain Co-op

Presentation on Hunger Mountain's Vision-development process, and on the competitive and financial pressures that co-operatives are facing, nationally.

7:40 pm Consent Agenda: July Minutes--approved

7:40 pm Committee Reports

- Building - no report
- Treasurer -- sales up 3.2 per cent from last year at this time. expenses up 5%. net income down from last year. This seems to be the result of the staff pay increase.
- Communications (including Twin Valley, Newsletter)
Twin Valley Harvest Dinner -- next planning meeting is Wednesday, August. 18th.
Adam Woogmaster will be head cook

7:42 pm Link Report and MC Monitoring B1 Financial

- **Link report** Mike said there was not much to report--nothing on Link position or strategic planning
Still looking for produce manager. Vacations, lack of weekend staff, resignation of Produce manager, and family illness of one MC member have all put pressure on MC.
Next MC meeting coming up on August 28th
- **Monitoring B1 Financial** Co op is not meeting its own metric for paying vendors on time. Board directive is to come into compliance by next Link report by either paying vendors in accordance with the metric or proposing a new metric. Otherwise, in compliance, and report is accepted.

7:45 pm Board Monitoring -- C7 - Committees, D - Global

Board believes it is in compliance with C7 (all existing committees have charters --assuming what was formerly the membership committee has been folded into communication committee; the latter has a charter). Building committee is not a committee of the Board: it is a committee of the MC with membership from the Board.

Board believes it is in compliance with D-Global. We note that this may need to be revised if there is a change in the Link structure of communication between the MC and the Board.

7:50 pm Retreat Follow-up

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We reviewed Andy's notes and talked about how to follow up on the issues that were raised at the meeting. We respect the MC's wish to make its own decisions about how the MC functions, but we are all in agreement that certain decisions need to be quickly so that communications between the Board and MC will be back on track, and so that there will be an effective decision-making structure for proceeding with Strategic Planning. We cannot proceed with Strategic Planning until these concerns are addressed:

Board directives to be accomplished by next Board meeting:

MC will come up with proposal for Link model or request Board/MC committee created to develop one.

MC will come up with effective and timely decision making structures.

MC will make staff minutes available to Board before monthly Board meeting.

These Board directives to MC are placed in the context of the Board offering itself as a source of support with resources available. Also the Board is communicating these directives as part of its charge to protect the Co-op and ensure successful business practices. Next month the Board will revisit the creation of the two study groups recommended at the close of the retreat. One is to develop and maintain good communication between MC and Board and the other is to develop and maintain aspirations relating to a healthy organizational culture.

Question posed: In addition to the prior decision that the Board will have a say in the selection of the Link (should that position remain), should the Board have a say in the selecting members of the MC? .

Revisit policy governance model?

Strategic planning next steps will be revisited next month.

Adjourned: 8:50 pm

Summation Notes on Outcomes from Retreat

- **Communications Issues**
- **Clarity - Board/MC -- How to make it work**
- **Revisit Governance Model/Structure**
- **Parameters for Strategic Plan Committee**

Next Steps

- **Implement change to Link. Link/Office manager model proposed.**
- **Create follow-up group on structure/culture. Two groups?**
- **MC works on own issues -- Asks Board for help when needed**