

## Present

Directors: Elliot, Beth, Jim, John, Merle Ann, Matthaus, Stephen

Managers: Emily, Courtney

Members: Jocelyn (facilitator), Dusty, Kayla, Anni, Rebecca

Guests: Ernie (Food Front Director)

## Action Items

- *Merle Ann will craft something about L7 with support from Courtney*
- *Courtney to email Elliot online scheduling tool*
- *Management team to produce patronage refund cheat sheet*

## Bylaw Revisions

- *Revise committee meetings/volunteer hours requirements*
- *Revise time between candidate statements and ballot mailing*

## Future Agenda Items

- *Board email listserv*
- *Look into revising President role in policy*
- Revise/Approve February
  - Minutes Approved (6-0-1)
- GMT Report
  - Annual Meeting
  - Owner Report
  - GMT Resignation
- L7 Report
  - **Approved 6-0-1**
- L7 Policy Reflection
  - 2 employees with functional knowledge.
  - Could the 2nd be a GMT member? Should there be a 3rd from the staff?
- Annual Report
  - Received, Not voted on
  - Review of ends in annual report & how to monitor. GMT finds it difficult to report on ends as the Board didn't revise ends in '08 or '09.
- Election Report
  - Thanks to Anni. Candidate forums went well.
- Elections Committee
  - Can we change the number of seats being filled? We can have five being elected and we can appoint two after the election.
  - Is there someone on the ballot who is unelectable?
- Appointing Dusty to the Board (meandered into Elections Committee stuff)
  - Was there a staff nomination process? Is the staff nomination process legitimate? As a member, a staff person can run for the board. If a staff member is required to be nominated, it creates a conflict with any member being able to run.
  - Is there any way to handle members who have voted for Dusty if he is indeed unelectable?
  - Is it odd that staff are on the board (as compared with non-profits)? The coop isn't a non-profit.
  - Dusty didn't go to a committee meeting, but there weren't any committee meetings to attend.
  - Suggests declaring a meeting with Dusty a committee meeting.
  - Motion: The Board accept that conversations between Dusty and a committee chair be considered a committee meeting.
  - **Motion doesn't pass (3-4-2)**
- CDS Training Coming soon, please sign up
- Holly O'Neil will be doing a training with Peoples (Elliot has info)
- Policy Revisions
  - Motioned and seconded – Part I – Revisions to L3, L3 Monitoring, and M5.1.1
    - **Approved (7-0-2)**
  - Motioned and seconded – Part II – Replace individual manager job descriptions with GMT job descriptions
    - **Approved (9-0-0)**
  - Motioned and seconded – Part III – Membership Policy Revision #2

- **Approved (8-0-1)**
    - Motioned and seconded – Part IV – Working Member Policy Revision #2 (With two intro paragraphs of original policy).
    - **Approved (7-0-2)**
- Annual Meeting & Patronage Refunds
  - If the board starts now it can get rolled out in 2011
  - The board should agree before moving on to education
  - Pros
    - Share liability and profits
    - Not give away profits before they're made
    - Patronage refunds can help reduce taxable income & tax liability
    - Large chunk all at once instead of small bits at every transaction
    - Minimum of 20% of net income from members back to members to declare 100% of net income from members to be not taxable
    - Probably better to do it in strong financial years rather than lean years
  - Bylaws give the board the power/responsibility to determine member benefits.
  - Proposed: Authorize management team to transition from a register discount to patronage refunds starting in the next fiscal year (January 1<sup>st</sup>, 2011) and begin a 2010 education drive on patronage.
  - **Proposal Passes: (9-0-0)**
  - Mark, Tracey, Courtney to gather on preplanning patronage small groups.
- Member Comment Period
  - Management team was put in a hard place
  - Management is accountable to the board, but governs in a hierarchy over the staff, that the staff as a whole isn't comfortable
- Facilitator
  - Shane is not available
  - Jocelyn is not available
  - Andrea is available
  - Proposed: Approve Andrea as facilitator for the next three months.
  - **Proposal Passes (9-0-0)**
  - Shane was confused/upset about why the board didn't inform him directly.
- GMT Session
  - Short notice? 2 months not so short.
  - Scenarios for the future. Some staff thinks that current GMT was to transition to collective. GMT lost the support of bod and that was the venue to leaving.
  - Is reasonable to expect the bod to always support GMT. GMT expects support but not 100% agreement.
  - We're on uncertain footing so we should shore that up before making process changes.
  - Board President has been acting according to best intentions.
  - NCGA Meeting at end of April. Courtney will go.