



Board of Directors Meeting Minutes

Tuesday, February 9, 2021 (5:00pm – 8:00pm ET)
Virtual Conference call via RingCentral

Minutes unanimously approved by all members present at the meeting via email on February 20, 2020

Board Members in Attendance: CE Pugh, Dave Blackburn, Rosemary Mahoney, Erik Davis, Nancy Muller, Kip Ritchey, Zoila Rivera, Amber Hall

Board Members Absent: Talethia Edwards

Others in Attendance: Mark Regni (CEO), Benjamin Goldberg (CFO), Dawn Rowney (Board Admin)

Members in Attendance: Wis Benoit

The Meeting was called to order at 5:10pm ET

Agenda Review – There were no changes to the agenda. The December 15, 2020 meeting minutes were unanimously approved via email prior to this meeting.

Open Member Time/ Member Questions

The Board reviewed and discussed questions and feedback from 4 members received prior to the meeting.

CEO Reporting

Mark Regni provided the Board with a monthly update report, a month end financial report, and an update on the remodel, which is substantially complete. The next area for store improvement is repainting the exterior.

CEO Monitoring Reports

B1 Financial Conditions

After discussion, the Board accepted the report. It was suggested that the report indicate progress and plans towards meeting compliance where noncompliance was reported.

Nancy Muller moved to accept this report noting two areas of noncompliance reported. Zoila Rivera seconded, passed unanimously

B6 Staff Treatment

After discussion, the Board did not accept the report. It was requested that a follow up staff survey be conducted through a third party. The board noted that if management decides to use Columinate for the survey it will allow comparison to other co-ops' staff satisfaction. The board also asked that the survey consider factors such as the pandemic and remodels for comparison. The second survey is to be conducted such that B6 can be reported at the August meeting.

Dave Blackburn moved to not accept this report. Nancy Muller seconded, passed unanimously

B8 Board Support

After discussion, the Board accepted the report.

Rosemary Mahoney moved to accept this report. Erik Davis seconded, passed unanimously

Board Policy Review

There was a discussion outlining the Board's relationship with the CEO, the limitations involving management/staff engagement, and the CEO performance evaluation. At some future point, the Board would like to discuss the difference between accepting reports/policies with conditions vs. not accepting a report/policy and when each motion would be appropriate.

Policies Reviewed

D Global

D1 Unity of Control

D2 Accountability of CEO

D3 Delegation to the CEO

D4 Evaluating the CEO

New Business

Board Nominations and Governance Committee Report

Zoila Rivera presented the candidate information package created by the Nominations and Governance Committee and outlined the timeline for the nominations process. She noted that management evaluated various Board elections software and Ben Goldberg recommended one online package for CCM's use. Management will have this virtual platform set up and ready before elections open. The Board asked management to present their plan for the Virtual Annual Member Meeting to the Nominations and Governance Committee by the end of February.

Committee members also briefed the Board on how future candidate applicants will be evaluated to develop a recommended candidate slate to the Board.

Welcome and Introduction of Board Candidates running for CCM Board

Zoila reported that the Committee received applications from Talethia Edwards, currently on the Board, and Wis Benoit for the two open seats on the CCM Board. Erik Davis will not be running for a second term. The Board agreed it would consider and decide on the slate in Executive Session. Wis Benoit introduced himself and said a few words about his interest in being on the Board.

Board Education

The Board was presented with a map showing where CCM members live (with names removed). The Board discussed areas of the community where we might work to bring in more new members and engaged in a discussion of the following questions:

- What surprises you about where our members live?
- Why do people join the co-op?
- Why do people join & not shop at the co-op?
- What ideas do you have about engaging members?

Closings

Review Decisions, Tasks, and Assignments

The Board noted that it does not have a board meeting attendance policy for board members and that we should develop one for consideration at our next board meeting.

Review Board Calendar & Next Meeting Topics

- All Board members are expected to attend both the May Board meeting as well as the Annual Member Meeting.
- For clarification, the B2 Plan & Budget discussion for the May meeting is meant for management to present adjustments only.

Debrief/ Evaluate Meeting

Multiple board members noted how the meetings continue to show improvement, and also that time efficiency has vastly improved.

The meeting adjourned at 7:29pm ET

Executive Session followed for Board members only