

Board of Directors' Meeting Minutes
Wednesday, January 18, 2017
6:30pm Offsite Office #2

Present: Curt Brye President, Mike Link Vice President, Eric Newman Treasurer, Peter Bergquist Secretary, Eric Snowdeal III, Karen Mischel, Jan Rasikas GM
Phone: Larry Homstad

Absent:

| Start | Min | Topic / Action | Notes | Action Items |
|---------|-----|---|--|----------------------|
| 6:00 pm | 30 | Light Dinner – and beverages served at 6pm | Eat, drink, and enjoy! | |
| 6:30 | 00 | Welcome to guests / visitors: None | Visitors, guests have a few minutes to introduce themselves and the intent for their visit, make a brief presentation Notes: | Action Item : |
| 6:30 | 00 | Check in - Go around on state of mind; affirmation of preparedness to act | Everyone has a sense of the state of mind of others present and have affirmed they came prepared and ready to act. | |
| 6:30 | 02 | Review Agenda – add any consent items to agenda that need discussion at this time | All present understand the flow of meeting | |
| 6:32 | 01 | Consent items: Approval of 12/18/16 minutes Language of Motion: Minutes approved as presented Motion/Second (M/S) Mike/Eric N The Vote: Approved | Items needing discussion get moved into new business: Notes: | |
| 6:33 | 54 | FYI: Update from GM Language of Motion: Board moves to approve purchase of new POS server and installation at \$54K Motion/Second (M/S) Eric N/Karen The Vote: Approved | BoD and GM has opportunity to converse on key issues. Notes: Closed early four days this year due to weather events New equipment purchases needed prior to expansion | |
| 7:27 | 19 | BoD Learning Initiative and Expansion Project Preparedness Study Topic – 1. Expansion Financing / NMTC Sources & Uses 2. Capital Campaign – Structure, | Board reviews GM's presentation of expansion project's financial elements Christina has prepared Cap Campaign and ready for release pending final project elements | AI: |

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| | | <p>interest rate discussion on Class C shares & loan</p> <p>3. Monthly Teleconference w/Leslie W</p> <p>4. CDS Solutions Article – Who Decides? Owner Participation in Co-op Decisions</p> <p>5. Jan/Feb 2017 issue of Co-op Grocer magazine article on participation</p> | Review of NMTC requirements for project and related project elements | |
| 7:46 | 11 | <p>Executive Limitations Monitoring – GM</p> <p>1. E.1 Ends Policy</p> <p>Moved to February</p> <p>2. L...1 Treatment of Owner-members and Customers</p> <p>Language of Motion: Board Accepts L1 as compliant with policy governance requirements M/S Karen/Eric S The Vote: Approved, Abstention: Larry</p> | <p>Board decides whether</p> <ul style="list-style-type: none"> -GM's interpretations are reasonable -there is data to determine compliance -if the data indicates compliance -Board agrees with GM's assertions of compliance <p>Notes:</p> <p>Ends Policy moved to February</p> | <p>AI:</p> <p>Jan to present Ends Policy in Feb</p> |
| 7:57 | 00 | <p>Governance Process Monitoring – BoD</p> <p>None in January</p> | <p>Board decides if its own performance is in line with its expectations for itself expressed in policy.</p> <p>Notes:</p> | <p>AI:</p> |
| 7:57 | 08 | <p>Old Business</p> <p>1. John Guerra, CDS – Financial Pro-Forma Workshop – 01/2017 TBD</p> <p>2. Capital Campaign Launch Meeting – 02/2017 TBD</p> <p>3. Board-Owner Engagement – Winter 2017 Schedule Reminder</p> <p>4. Revisions to Board Annual</p> | | <p>AI:</p> <p>Reminder to all BoD to respond to BoD participation survey for upcoming events</p> <p>Jan- give Peter access to SharePoint to upload docs</p> <p>Jan-Update Calendar for 2017</p> |

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| | | Calendar | | |
| 8:05 | 05 | New Business 1. Class C Shares Redemption Request Language of Motion: Board moves to approve redemption request #31 and #1053 to be paid, with Eric Speck and GM's recommended payment period M/S Eric N/Eric S The Vote: Approved 2. Revised expansion timeline | | AI: |
| 8:10 | 02 | Member communication | <ul style="list-style-type: none"> BoD reviews what's needed for member communication in Pea Soup Review themes for Pea Soup issue when necessary | AI: Peter to write Feb Peasoup Article |
| 8:10 | 00 | Closed Session 1. GM Bonus Evaluation Tabled to February session | Closed session notes are available on SharePoint to BoD only as a separate document. Any motion made/vote by BoD in closed session is recorded in the regular minutes. | AI: GM Eval moved to Feb |
| 8:12 | 00 | Adjournment | Thank you | |