

Present: Curt Brye President, Mike Link Vice President, Eric Newman Treasurer, Peter Bergquist Secretary, Eric Snowdeal III, Larry Homstad, Karen Mischel, Jan Rasikas GM, Eric Speck (Finance Mgr), Andrew Anderson (Deli Mgr, designated emergency interim GM)

Phone:

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: Staff in attendance: Eric S, Finance mgr. Andrew A, designated as emergency interim GM	Visitors, guests have a few minutes to introduce themselves and the intent for their visit, make a brief presentation Notes:	Action Item :
6:30	01	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.	Jan: have Jess setup forwarding for BoD email addresses to ensure BoD materials are received in time
6:31	00	Review Agenda – add any consent items to agenda that need discussion at this time	All present understand the flow of meeting	
6:31	3	Consent items: Approval of 01/18/17 minutes Language of Motion: Minutes approved as presented Motion/Second (M/S) Eric N/Mike The Vote: Approved	Items needing discussion get moved into new business: Notes:	
6:34	38	FYI: Update from GM	BoD and GM has opportunity to converse on key issues. Notes: POS Server upgrade underway Cap Campaign materials ready Pro Forma to be presented in March Proposed motion for Article V to add shares needed for the Cap Campaign	
7:12	39	BoD Learning Initiative and Expansion Project Preparedness Study Topic – 1. Expansion Financing	Reading of Mission and Ends Coop rebranding and co-branding with NCG How do keep a presence at larger community events to improve BoD	AI:

		<p>2. Monthly Teleconference w/Leslie W</p> <p>3. Board self-reflection – August 2016 Survey Results</p>	<p>linkage with members? Consider Expanding P6 events Review of BoD based on Self Survey show strong alignment</p>	
7:51	39	<p>Executive Limitations Monitoring – GM</p> <p>1. L.4.9 Net Income Q2 Language of Motion: BoD accepts L4.9 as non-compliant with a plan for recovery M/S Eric N/Eric S The Vote: Approved</p> <p>2. E.1 Ends Policy</p>	<p>Board decides whether -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> <p>Notes:</p>	<p>AI: Jan: Send update to BoD in FYI on strategic pricing trend related to L.4.9 Jan: Update/correct Ends Policy, the Cert. Org. metric to 95% USDA organic</p>
8:30	03	<p>Governance Process Monitoring – BoD</p> <p>1. G.6 – Committee Principles Language of Motion: BoD accepts G.6 as compliant with policy governance M/S Mike/Larry The Vote: Approved</p> <p>2. M.2 – Delegating to GM Language of Motion: BoD accepts M.2 as compliant with policy governance M/S Mike/Eric N The Vote: Approved</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>
8:33	00	<p>Old Business Covered in BoD Learning Initiative</p>		<p>AI:</p>
8:33	07	<p>New Business</p> <p>1. VFC P6 Tailgate Event – Mar 2017</p> <p>2. Proposed Article V change to increase Class C shares</p> <p>Language of Motion: BoD moves to approve the</p>		<p>AI:</p>

		<p>proposed change for Article V for the opening of new Class C stock of 40,000 shares M/S Larry/Eric S The Vote: Approved</p>		
8:40	0	<p>Member communication None</p>	<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 	
8:40	31	<p>Closed Session GM Bonus Evaluation Language of Motion: BoD approves stated review M/S Karen/Mike The Vote: Approved</p>	<p>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.</p>	
9:11	0	<p>Adjournment</p>	<p>Thank you</p>	