



Board of Directors
Meeting Minutes
Aug. 28, 2018

Present: Alex Betzenheimer (staff), Sean Doyle (staff), Filiberto Nolasco Gomez (6:20 arrival), Vina Kay, Jill Krueger, Migdalia Loyola, Brian McDermott (facilitator), Allison Meyer (staff), Lenny Nelson, Joe Riemann, Mary Alice Smalls, Ray Williams (staff)

Absent: Mehdi Kennar

Guests: Dianna Krueger, Bonita Jones, Brittany Miller, Lianna Rosa, Yolanda Womack, Terry Hokenson, Nahrissa Rush, Mike O'Laughlin, Barbara Bjork, Elaine Fang, Taja Will, Heather Eddy, Karah Barr, Hannah Maertz, Laura Larson, Lea Vogl-Jensen, Chris Mitchell, Eric Hatting, Morgen Larsen, Dylan Fresco, Dave Gutknecht, Sam Ridenour, Sasha Yunginger, Bethany Henshaw, John See, Nancy Kaiser, Alison Babb, Miriam Holsinger, Peter Maccaroni, Joe Amrhein, Madeline Hallberg, Emily Clarke, Leslie Watson, Cassandra Meyer, Debbra Myers, Monica Hurtado, Adam Hulst, Erica Tasch, Mary Leoni, TK, CUP, Greg Lee, Seth Kuhl Stennes, Joe Kruse, Caspian Wirth-Petnk, Andres Alvarez, Kali Goblirsch, Max Hoiland, Latanya Daniels, Doug Gurians-Snerdan, Moma Anbolodr, Adam Roadhead, Tony Korum, Celeste Robinson, Piper, Nance, Kelsey Mianulli

Meeting called to order at 6:15 p.m.

Meeting Minutes

Migdalia moved approval of the minutes from July 31 meeting. Joe seconded the motion.

Motion carried unanimously.

Consent Agenda

Lenny moved approval of stock issuance and repurchases, July 20–Aug. 16

Class A stock purchases (new owner list)

Class A stock repurchase requests (GM approval; Treasurer approval)

Class C stock repurchase request

Deceased owner transfer #9967

Vina seconded the motion. **Motion carried unanimously.**

Discussion regarding status of board member

Migdalia moved to remove Filiberto from the board. Joe seconded the motion. **Motion carried unanimously.**

Monitoring report

EL 3: Financial Conditions and Activities

Lenny moved to accept the EL 3: Financial Conditions and Activities monitoring report. Jill seconded the motion. **Motion carried unanimously.**

Board policy monitoring

A conversation among the board served as monitoring of BP 1–3: Governing Style, Role of the Board, Agenda Planning.

Board policy review

BP 1–3: Governing Style, Role of the Board, Agenda Planning

Directors reviewed proposed changes to BP 1: Governing Style. Migdalia moved to accept the changes and proposed additional language for BP 1.6 (detailed in minutes appendix). Mary Alice seconded the motion. **Motion carried unanimously.**

Board-Management Delegation policy monitoring

A conversation among the board served as monitoring of BMD 1–4: Unity of Control, Accountability of the GM, Delegation to the GM, Monitoring of GM Performance.

Policy review, Board-Management Delegation policies

The board reviewed BMD 1–4: Unity of Control, Accountability of the GM, Delegation to the GM, Monitoring of GM Performance. No changes were recommended.

Report back on outside activities

Directors updated one other on recent events, including Open Streets Franklin.

Committee report back

Directors responded to ideas regarding community engagement among the board and co-op owners.

Annual Owner Meeting

The board reviewed plans for this year's annual meeting to be held Oct. 30 at the University of MN student union.

GM Report

A written report was circulated to the board.

Monitoring Report: Ends Statement

Lenny moved to accept the annual Ends Statement monitoring report. Joe seconded the motion. **Motion carried unanimously.**

Reflection on Ends Monitoring Report

The board discussed the Ends Monitoring Report and noted accomplishments and successes that were achieved in the past year.

Meeting adjourned at 8:11 p.m.

Minutes approved by the board: Sept. 25. Next board of directors meeting: Nov. 27.

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Appendix

BP1: GOVERNING STYLE

The board will govern with an emphasis on strategic leadership, accountable delegation of organizational authority, accountable leadership, democracy, transparency, and equity. In order to govern well, we will:

- BP 1.1 Strategically lead the cooperative by focusing our vision on the future.
- BP 1.2 Establish effective policy to delegate authority to professional management, hold management accountable for that delegated authority, and clearly distinguish between board and management responsibilities. Policy should be written in the broadest terms which allow for the least limiting reasonable interpretation acceptable to the board. The board's major policy focus will be on the intended long-term impacts of the co-op, not on the administrative or programmatic means of attaining those effects.
- BP 1.3 ~~The board will e~~Enforce upon ~~itself-ourselves~~ whatever discipline is needed to govern within ~~its-the board's~~ stated priorities, and routinely monitor ~~its-the board's~~ performance under existing policy.
- BP 1.4 ~~Ensure B~~board policies ~~should-comply withH~~ the law and the cooperative's bylaws and allow the board to fulfill the legal responsibilities of the board and the fiduciary responsibilities of individual board members. The board's policy manual should be made available to all owners.
- BP 1.5 ~~Hold B~~board meetings ~~will-be-that are~~ open to co-op owners except when in executive session. Meeting agendas and meeting minutes should be made available to all owners.
- BP 1.6 ~~The board will e~~Oversee a fair and accurate board of directors' election, according to the co-op's bylaws. The election process should be open, transparent, and equitable, and the results should be reported to co-op owners.
Accordingly:
 - BP 1.6.17 If a director leaves the board and there is more than six months until the next election, the board may offer the position to the following in order of availability:
 - BP 1.7.6.1a The highest vote recipient not elected in the most recent election.
 - BP 1.7.26.1b A potential future board candidate agreed upon by

the majority of the board.

BP 1.6.2 If removed from office, a director shall be ineligible to run in subsequent elections.