



Board of Directors
Meeting Minutes
July 30, 2019

Present: Sean Doyle (staff), Vina Kay, Jill Krueger, Migdalia Loyola, Hannah Maertz (staff), Brian McDermott (facilitator), Cassandra Meyer, Lenny Nelson, Sally Nixon, Joe Riemann, Nahrissa Rush, Ray Williams (staff)

Guests: Betsy Barnum, Karah Barr, Emily Dueker, Heather Eddy, Dave Gutknecht, Eric Hatting, Terry Hokenson, Kieran Knutson, Kameron Lindsey, Kelsey Mianulli, Jae Murphy, Max Power Tree, Jack Rosenquist, Bozena Scheidel, Drea Shallbetter, Dave Swanson, TK, KiKi Usuda

Meeting called to order at 6:16 p.m.

Co-op Owners Comment Period

Emily Dueker, Terry Hokenson, Kieran Knutson, Kameron Lindsey, Kelsey Mianulli, Jae Murphy and TK offered comments.

Consent Agenda

Vina moved approval of the consent agenda.

- Approval of minutes from June 25 meeting

- Stock issuance and repurchases, June 14–30; July 1–19

 - Class A stock purchases (new owner list)

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

 - Class C stock purchases

- EL 6: Asset Protection monitoring report

- EL 9: Real Estate Conveyances monitoring report

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

Class C stock repurchase requests

Lenny moved approval of class C stock repurchase requests from June 14–30 and July 1–19. Joe seconded the motion. **Motion carried unanimously.**

EL 6: Asset Protection policy review

The board reviewed EL 6: Asset Protection. No changes were recommended.

EL 9: Real Estate Conveyances policy review

The board reviewed EL 9: Real Estate Conveyances. No changes were recommended.

Board Process policy monitoring

A conversation among the board served as monitoring of its Board Process global statement and BPs 1–3: Governing Style, Role of the Board, Agenda Planning.

Board-Management Delegation policy monitoring

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

Policy review, Board Process policies

The board reviewed its BP global statement and BPs 1–3: Governing Style, Role of the Board, and Agenda Planning. Vina moved to change instances of the word “should” to “shall” in BP 1.2, 1.4, 1.5 and 1.6. Nahrissa seconded the motion. **Motion carried unanimously.**

Policy review, Board-Management Delegation policies

The board reviewed its BMD global statement and BMDs 1–4: Unity of Control, Accountability of the GM, Delegation to the GM, and Monitoring of GM Performance. Cassandra moved to change instances of the words “his/her” to “their” in BMD 4.2. Sally seconded the motion. **Motion carried unanimously.**

Policy addition, BP 8: Employee Directors

Nahrissa moved to create a new board process policy titled BP 8: Employee Directors (below), and to renumber all subsequent policies accordingly. Sally seconded the motion. **Motion carried unanimously.**

BP8: Employee Directors

As stated in the Bylaws, up to two employees may serve on the board of directors. While directors who are employees bring an employee’s perspective to the board, they do not represent employees. Like at-large directors, employee directors represent all co-op owners.

BP 8.1 One director position shall be designated for a full-time or part-time employee who is also an owner of the association. If the Designated Employee Director ceases employment at Seward Co-op, they will be ineligible to serve on the board and will vacate their term.

BP 8.2 Up to one employee may serve as an at-large director. This individual may continue to serve on the board if they cease employment at Seward Co-op.

BP 8.3 Employee directors do not participate in discussions, deliberations or votes regarding GM compensation or other personnel matters.

GM Report

A written report was submitted to the board.

Request for proposal for general manager compensation

The board issued a request for proposal for GM compensation to cover the dates of July 1, 2020 to June 30, 2021.

Report back on outside activities

Directors updated one other on recent events, including the co-op’s first \$4 Community Dinner.

Meeting adjourned to executive session at 7:36 p.m.

Meeting adjourned at 9:13 p.m.

Minutes approved by the board: Aug. 27. Next board of directors meeting: Sept. 24.