

**La Montañita Food Cooperative
Board of Directors Meeting Minutes
October 18, 2016 – 5:30 pm**

Board Present: Ariana Marchello, Tracy Sprouls, Lisa Banwarth-Kuhn, James Esqueda, Tammy Parker, Gina Dennis, Julie Anderson, Jennifer Cornish, Greg Gould, Courtney White

Board Absent: None

Also Present: Roger Eldridge (member/owner); Meg Creaturo (member/owner); Joseph Phy (member/owner/staff); Jason Trot (member/owner/staff); Loren Kahn (member/owner); Ginger Lawlor (member/owner); Carlos Pantera (member/owner); Carla Banon (member/owner); Martha Whitman (member/owner); Michelle Franklin (member/owner/staff); Benjamin Batley (member/owner/staff); Robert Veilleux (Staff); John Heckes (member/owner); Sharret Rose (member/owner/Staff); Monique (last name illegible) (member/owner/Staff).

The Board of Directors meeting started at 6:56 p.m. at the Indian Pueblo Cultural Center in Albuquerque. Jennifer Cornish facilitated and Tonja Heller took notes.

1. Approve the Agenda

Issues Raised: Tammy moves and Lisa seconds to approve the agenda.

Actions Taken: The agenda is approved unanimously.

Actions Required: None

2. Member Comments

Issues Raised: Facilitator sets the tone, asking those present to be respectful in their comments.

This is not the place to bring up personnel issues, as we have an internal process for that in order to protect confidentiality. Facilitator notes the names of those who wish to speak.

- Speaker 1 is concerned about the termination of buying from Variable Vegetable and wanted to know if 100% of the price of the vegetables were going to Variable Vegetable.
- Speaker 2 had concerns regarding Board of Directors candidates and wanted to know if she would be able to record it.
- Speaker 3 is a member-owner from Gallup. He indicated that he is disgusted with the Board not being open but he felt better about tonight's meeting. He looked at the minutes from the last meeting and he does not like the way the minutes are not available to view until they are approved. He is concerned about the openness of the committee meetings and minutes
 - Ariana corrected him; some committee meetings are open but it depends on the committee. Member engagement committee is open; Board Development Committee is closed and Finance Committee is closed.
- Speaker 4 is a new member-owner wanting to know how to educate herself about the candidates running for the Board.
- Speaker 5 inquired about giving take-back coop 5 minutes to speak their opinions at the annual meeting.
 - She was asked to email her questions to the Board.

- Speaker 6 has been a member for 22 years. He is concerned that majority of the members do not know that they are also owners. He is disappointed in the lack of turn out at the meeting and wanted to know if there was something more that can be done to inform the members of the meeting such as signs. He was grateful for the community education session/presentation and is proud of what the coop has done for small towns and the turnaround in the state with distribution, growers and jobs.

Actions Taken: None

Actions Required: None

3. Consent Agenda

- a. Board Meeting Minutes (September 20, 2016)
- b. Member Engagement Committee Minutes (September 27, 2016)
- c. Ends Report

Issues Raised: Tammy moves and Julie seconds to approve the consent agenda. One amendment: Arianna moves to correct the Board Meeting Minutes.

Actions Taken: The consent agenda is approved unanimously, with the amendment.

Actions Required: None

4. Self-Evaluation Report 4.46 & 5

Extended discussion about authority and interpretation and parameters of interpretation of the policy: any change, limit or expansion of the authority and policy needs to be discussed, voted upon and formally recorded. Interpretations should be reasonable and within the Boards preference. The Board is to discuss and decide if the interpretation is reasonable. Everyone needs to see, know and read the policies.

5. Board Functioning

- a. Upcoming Committee Meetings, all at the Support Office:
 - Member Engagement – October 25, 2016 at 5:45
 - Board Development – November 8, 2016 at 5:30
 - Finance – November 7, 2016 at 5:30

6. Task List

- Lisa to correct September 20, 2016 Board meeting minutes

7. Meeting Evaluation

Issues Raised:

- Excellent meeting; effective and understanding. Enjoyed discussion.
- Provocative questions help engage discussions.
- Members are not being educated enough. Board study material should be on the website; each person should to do their homework; read material to be prepared for engagement and discussion. Jeff is to work with media and marketing engagement to emphasize educational opportunity.

Actions Taken: None

Actions Required: None

8. Next Meeting Agenda Construction

Issues Raised: Board Study in discussion

- Prepare NM Corp report
- New Member in Board Development
- Vote proposal for new Board orientation
- Elect Board officers
- Administrative Assistant to upload second half of self-evaluation study

Actions Taken: None

Actions Required: None

9. Adjourn Regular Session

Issues Raised: James moves and Ariana seconds to adjourn.

Actions Taken: Meeting adjourns at 7:58 p.m. followed by an executive session.

Actions Required: None