

**La Montañita Food Cooperative
Board of Directors Meeting Minutes
November 15, 2016 – 5:30 pm**

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

Also Present: Deborah Good; Peter Trinh (owner); Gregory Dugay (owner); Michelle Franklin (staff, owner, farmer); Steve Warshauer (staff, owner, farmer); Rob Dixon (staff, owner); John Heckes (staff, owner); Robert Veilleux (staff, owner); Mark Lane (staff, owner); Karolyn Winge (staff, owner); Sharrett (staff); Robert K. (farmer); Pauline Kyzer (farmer); Janet Jenkins (owner); Isabelle Kessler (owner); Loren Hahn (owner); Emily Conway (owner); Jason Tram (staff, owner); S. Khalsa (owner); Pauline C. (owner); Kevin Cummins (owner); Catherine P. Harris (owner); Elise Wheeler (owner); Tanya Cole (owner); Ginger Lawler (owner); Benjamin B. (staff, owner); Dorothy Finnigan (owner); Elisa Boyles (owner); Mike Hildebrand (staff); Lynn Frost (staff); Joseph Day (staff) Ronda Zanagoza (owner, farmer); one owner whose name is illegible.

Following the Community Education Session, the Board of Directors meeting started at 6:50 p.m. at the Indian Pueblo Cultural Center, Chaco III Room in Albuquerque. Tonja Heller took notes.

1. Approve the Agenda

Issues Raised:

Gina moves to alternate the order in which proposals are presented. No second

Courtney moves to open proposals for discussion and hear before member comments. Gina seconds

Actions Taken:

Proposal to Establish Procedures for Implementing a Special Meeting of the Membership – Ariana and Proposal to Use an Independent Third Party for Signature Verification and Tabulation of the Take Back the Co-op Petition – Gina were discussed, heard and voted on before member comments.

Actions Required:

None

2. Proposal to Use an Independent Third Party for Signature Verification and Tabulation of the Take Back the Co-op Petition - Gina

Issues Raised:

- Change the date to reflect that the petition goes to Identified Media on November 21, 2016, when the election closes.
- Motion to vote (by facilitator)

Actions Taken:

The proposal is approved 5 yays, 4 nays.

Actions Required:

Amend the proposal as noted in issues raised

3. Proposal to Establish Procedures for Implementing a Special Meeting of the Membership - Ariana

Issues Raised:

- Bullet point number 1 contradicts Gina's proposal due to the verbiage, definition of signatures and the word "physical".

- Bullet point number 2 indicates that only the primary member may sign the petition and vote at the meeting. It is believed that number 2 is not a correct interpretation of the bylaws; memberships are not counted by the household; households are under 1 membership and that it invades the outcome of signatures.

Actions Taken:

- Ariana moves to approve as is; Tammy seconds
 - 4 yays, 4 nays, 1 abstention
- Julie motions to remove No. 1; Lisa seconds
 - Proposal passed: 6 yays, 2 nays, 1 abstention
- Gina moves to eliminate number 1 and 2; no second

Actions Required:

Amend the proposal to remove bullet point number 1.

4. Member Comments

1. Rhonda is an accountant and wants to know how much it would cost to implement the proposals. They can bid one amount but bill another. She wants to see a bill. She wants to know what would happen to the signatures submitted if someone were to change their mind.
2. She wants to know when and where she can find the results of the election.
3. This member wants to know if electronic signatures were being accepted. They were told that they were not allowed to use paper voting.
4. Chris indicated that it seems that member owners are treated unfairly and that confidentiality weighs a lot.
5. This member had a comment as to Ariana's proposal wanting to know why she would create a whole new process and that it appears to be a delayed tactic.
6. This member wants to follow the general election process because it already existed; this way seems fair with integrity although he respects the craft with the procedural process. He just wants to move on with resolution.
7. Earnest agreed with several comments from the members. He believes that whatever proposal is entered or submitted first should be heard first. With the increase of sales the staff is working harder.
8. This member said she doesn't think that they are free to speak and act freely. She was upset that executive members are not allowed to attend the executive session but Dennis, as the GM and not a board member is allowed to attend.
9. Carla: She wants the board members to have the courage to vote for proposals that benefit the members and the coop as a whole. She said that take back the coop was denied a table at the stores and five minutes to speak at the annual membership meeting.
10. He said that there was a lot of tension in the room from the proposals. He's not trying to be oppositional but wants an open line of communication. Some people have continually tried to reach out to the board and have not received a response. He's hoping this will change and would like to see the board members and take back the coop to get together.
11. Member/employee: He believes the movement is great and that it needs to be talked about. The way things are happening is creating fear among the staff. They are in fear of losing their jobs.

5. Consent Agenda

- a. Board Meeting Minutes (October 18, 2016)
- b. Member Engagement Committee Minutes (October 25, 2016)
- c. Board Development Committee Minutes (October 4, 2016)

Issues Raised: Tracy motion to approve; Tammy second

Actions Taken: The consent agenda is approved unanimously

Actions Required: None

6. Proposal to Create Committee with Mediator in Attendance to Amicably Discuss, Explore and Address Differing Viewpoints of Membership – Lisa and Greg

Issues Raised:

- Gina motion to discuss; Tammy second
Discussion: “Divisive issues and attitudes within La Montanita Cooperative Membership have been created through a narrative presented by the group identified as “Take Back the Coop”” is misleading. The fear has been created by management. This statement states that TBTC has created the fear. TBTC has an issue with a 3rd party mediator.
- Motion to vote (by facilitator)

Actions Take:

- Proposal passed: 7 yays; 2 abstained

Actions Required: None

7. Proposal to Engage Third Party to Respond to Employee Dissatisfaction – Lisa and Greg

Issues Raised:

- Gina motion to discuss; Tammy second
- This proposal includes the GM’s allegations and people experiencing fear.

Actions Take:

- Proposal passed: 7 yays; 2 abstained

Actions Required: None

8. Patronage Dividend Proposal – Tracy

Issues Raised: Motion to vote

Actions Take: Proposal passed: 8 yays; 1 abstention

Actions Required: None

9. Management Monitoring Report – X3 Financial Conditions Q4

10. Board Functioning

- a. Election Update
- b. Board members to complete self-evaluation
- c. Upcoming committee meetings
 - Member Engagement: November 29, 2016 @ 5:45 @ support office
 - Finance Committee: December 5, 2016 @ 5:30 @ support office
 - Board Development: TBD

11. Task List

Tonja to make amendments to proposals and post to Basecamp

12. Meeting Evaluation

Thank you to everyone for the support and allowing me to speak. Thanks to Dennis for allowing the Board to work.

Thank you to the facilitator

13. Next Meeting Agenda Construction

- Election results
- New board members will be introduced
- Decide the days for board meeting for next year
- Board members who need software should contact the board secretary

14. Adjourn Regular Session

Issues Raised: Courtney motions; Julie seconds

Actions Take: passed unanimously

Actions Required: None