

**Good Earth Food Co-op
BOARD OF DIRECTORS MEETING
February 18, 2016
Good Earth Community Room**

Present: Adam Konczewski, Bobbie Hentges, Steve Kutscheid, Lisa Molitor, Christy Benesh, Katrina Dolezal-Mersinger, Amanda Hegreberg, Sara Mruz

Absent: Gwen Feddema, Sarnath Ramnath, Matt Parks

Guests: Scott Lisbon #787, Deb Vandereyk

<p>General Business</p>	<p>1. Quorum was established, and the meeting called to order at 6:35 pm. Approve Minutes of 1.21.16 meeting Accept GM monthly update report Accept New Members: 3248-3265 Accept Member Return: 2244 (geographical move) Accept Member Engagement Committee Report Accept Finance Committee minutes</p> <p>Motion: Approve minutes, accept GM report, Member Engagement Committee Report, Executive Committee Report, Financial Committee Report and approve new members and accept member return. <i>Consent Agenda was moved, seconded and approved.</i></p>
<p>Member Forum</p>	<p>1. Scott Lisbon, #787 - attending to observe 2. Deb Vandereyk</p> <ul style="list-style-type: none"> ● Made a suggestion to add a "Member Comments Section" to the Co-op Newsletter ● Expressed concern over employee wages. Would like the board to discuss where the co-op is concerned with its staff employee wages. She feels there is a need in order to keep quality employees.
<p>Board Education</p>	<p>1. Winter 2011 LEADer Article - Eight Key Financial Indicators for Co-op Boards to Monitor</p> <ul style="list-style-type: none"> ● Discussion on questions within the article and also viewed spreadsheet compiled by the Finance Committee ● The format is appealing to the group to use going forward ● Going forward, Katrina has suggested that she would like this form used by the finance committee to discuss and bring forth to the board on a quarterly basis. ● Exercise from article regarding financials we have received as a board with discussion ● Currently, our financials are not conclusive or understandable. There is a need for updates and changes on what and how financials are presented.

Executive Session with IGM	<ol style="list-style-type: none"> 1. Board Update about Noel 2. Motion: To authorize Steve to contact KDV and negotiate an RFP. <i>Motion is moved, seconded and approved.</i>
Board Decisions	<p>Board Decisions:</p> <ol style="list-style-type: none"> 1. B1 report <p>Motion: to accept B1 report. <i>Motion is moved, seconded and approved.</i></p> <ol style="list-style-type: none"> 2. GM Search Committee - Composition <ul style="list-style-type: none"> • Katrina, Gwen, Bobbie 3. Create Building Committee - Composition <ul style="list-style-type: none"> • to work with GM to ensure GM and Board are on the same place and policies in place • Adam, Katrina, Amanda, various staff members as needed <p>Motion: to create building committee. <i>Motion is moved, seconded and approved</i></p> <ol style="list-style-type: none"> 4. Board Meeting Materials - discuss method of distribution 5. Co-op Cafe - March 5th in Madison - Amanda will attend 6. MFCB Lunch Meeting - Bobbie will attend
Executive Session with IGM	<ol style="list-style-type: none"> 1. Produce Coolers, discussion regarding security system as well <p>Motion: to authorize Amanda and Steve to negotiate a loan up to \$65,000 or to consolidate a \$65,000 loan with existing loan from NCDF (North Country Cooperative Development Fund). <i>Motion is moved, seconded and approved.</i></p> <p>Motion: to authorize the purchase of two 16 foot coolers from Carlson Stewart as per their bid and dependant upon receiving appropriate financing. <i>Motion is moved, seconded and approved.</i></p> <p>Motion: to authorize the building committee to work with Jim Ridgway as a general contractor for the installation of the coolers. <i>Motion is moved, seconded and approved.</i></p> <ol style="list-style-type: none"> 2. <i>Reminder</i> to review Annual BOD Calendar
Executive Session without IGM	<ol style="list-style-type: none"> 1. Check in 2. Compensation Discussion <p>Motion: to pay Amanda an additional \$400 per paycheck, retroactive to January 22, 2016, and continuing as long as she remains the interim General Manager. <i>Motion is moved, seconded and approved.</i></p>
Personal Assignments	<p>Bobbie - Attending MFCB lunch, attending GM Search Committee meetings, write letter to Amanda and let Debbie know of Amanda's compensation changes.</p> <p>Lisa - Decision regarding joining GM Search Committee</p>

	<p>Amanda - Ask Debbie on current loan documents on existing loan, sign up for Cooperative Cafe, send out approved member return, find out what Apollo Insurance needs signed</p> <p>Steve - work with Amanda on loan renewal information and negotiation of new loan, negotiate with KDV on consulting services</p> <p>Christy - no new assignments</p> <p>Adam - no new assignments</p> <p>Katrina - work with Amanda on next GM report, send out email to GM Search Committee regarding timeline, share building projects with Adam, decide on MFCB luncheon, check with Matt and Sarnath about attending the Cooperative Cafe on March 5th in Madison.</p>
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Motion to end meeting, seconded and approved. Adjourned at 9:25 pm.
Minutes edited & submitted by Sara Mruz, Board Secretary