

**MINUTES FROM THE LEXINGTON CO-OPERATIVE BOARD MEETING**  
**February 5<sup>th</sup>, 2024, on Zoom**

**Attendance:** Pamela Beck, Patrick Finan, Domenic Licata, Heather Lazickas, Devon Dams-O'Connor, Emily Cosbey, Michael Heubusch, Carolyn Hoyt Stevens, Michelle Niblock, Purnima Mohan (8:20pm) **Absent:** Terry Mickelson  
**Staff Members:** Tom Vrabel, Tim Bartlett, Nick Brown(-8:46pm) **Owners:** Peter Spira (8:10pm-8:46pm)

**Patrick Finan called the February 5<sup>th</sup>, 2024, Board Meeting to order at 7:03pm**

Agenda Item	Discussion/Documents Reviewed	Board Action
<b>Agenda Review</b>	Board reviewed the following document: February 5, 2024, Agenda	
<b>Owner Observers</b>	Peter Spira was present to learn more about how the co-op board operates.	
<b>Minutes</b>	<b>The Board approved the January 8<sup>th</sup> Minutes as written.</b> <b>Motion:</b> Carolyn, <b>Second:</b> Heather <b>Vote:</b> 8-0, Michelle Abstained. <b>Motion Passed.</b>	
<b>Seating of Board President</b>	Patrick Finan submitted his verbal resignation as President of the Board. <b>Motion to accept Patrick's resignation as President. Motion:</b> Carolyn, <b>Second:</b> Michelle, <b>Motion Passed. Vote</b> 8-0, Patrick Abstained.  <b>Motion to seat Pamela Beck as President of the board. Motion:</b> Heather, <b>Second:</b> Patrick, <b>Motion Passed. Vote</b> 8-0 Michael Abstained.	
<b>Filling of Upcoming Vacancy</b>	<b>The board discussed potential candidates for nomination to the board.</b> Domenic nominated Karina Loera as a candidate.	
<b>Board Calendar and Action Item Review</b>	<b>The Board reviewed the BOD calendar:</b> <ul style="list-style-type: none"> <li>• The next Board meeting is on March 11<sup>th</sup>, 2024. Moving forward, the board meetings will be on the second Monday of the month from 7pm to 9pm.</li> <li>• "Game Day" Tasting event the day before the Superbowl on Saturday February 10<sup>th</sup>.</li> <li>• There is a co-op Preferred Shares investor call on Thursday February 15<sup>th</sup></li> <li>• The co-op has its 53<sup>rd</sup> anniversary on March 16<sup>th</sup> and will sample products that day.</li> </ul> <b>Upcoming Board Trainings:</b> <ul style="list-style-type: none"> <li>• Leadership Learning Circle: Creating a Culture of Accountability; Feb 14, 12:00-1:30 (online series)</li> <li>• Facilitation Fundamentals; Feb 20, 7:00-8:30 (online series)</li> <li>• Leadership Learning Circle: The Art of Giving and Receiving Feedback; March 7, 12:00-1:30 (online series)</li> </ul> <p>Pamela reported on behalf of the Governance Committee on a <i>Process for Appointing due to Patrick Finan's Vacancy in 2024</i>. This includes a formal call for nominations, a discussion of potential candidates and submission of applications from nominees. The board will review applications and nominees will attend the next board meeting to answer any questions of the board. The board will then discuss the nominees in executive session and vote by ranked-choice voting. This process could be changed in the future at the board's discretion.</p>	
<b>GM Report</b>	<b>Motion to accept Quarterly B1 Financial Conditions as submitted by Tim.</b> <b>Motion:</b> Carolyn <b>Second:</b> Emily <b>Vote:</b> 10-0, Motion Passed. <b>B1.2 Net Income</b> Severity: <i>High</i> Implication: <i>High</i> Trend: <i>Low</i> <b>B1.1 Growth:</b> Severity: <i>High</i> , Implication: <i>High</i> , Trend: <i>Medium</i> <b>B1.6</b> Severity: <i>Low</i> , Implication <i>Low</i> , Trend: <i>Low</i>  <b>Motion to accept plan for policies previously out of compliance.</b> Motion to accept Update on Plan for Compliance for B1.1 Sales Growth >3.0% & B1.2 Net Income >0.5% <b>Motion:</b> Dom <b>Second:</b> Carolyn <b>Vote:</b> 10-0, Motion Passed.	
<b>Executive Session</b>	<b>Motion</b> to enter Executive Session at 8:47. <b>Motion:</b> Devon, <b>Second:</b> Michelle, Motion Passed. <b>Vote</b> 10-0  <b>Attendance:</b> Pamela Beck, Patrick Finan, Domenic Licata, Heather Lazickas, Devon Dams-O'Connor, Emily Cosbey, Michael Heubusch, Purnima Mohan, Carolyn Hoyt Stevens, Michelle Niblock <b>Absent:</b> Terry Mickelson <b>Staff:</b> Tim Bartlett, Tom Vrabel	

	Entered Executive Session to discuss finances and GM contract. No votes were taken. <b>Motion</b> to exit Executive Session at 9:05pm. <b>Motion:</b> Patrick, <b>Second:</b> Michelle <b>Motion Passed. Vote</b> 10-0
<b>Adjournment</b>	The group did a debrief. <b>Motion to Adjourn at 9:19pm.</b> <b>Motion:</b> Emily, <b>Second:</b> Carolyn <b>Motion Passed. Vote</b> 10-0.

*Respectfully submitted by Tom Vrabel on February 6<sup>th</sup>, 2024*