

Next Meeting: *January 8<sup>th</sup> 2017*

**MINUTES FROM THE LEXINGTON CO-OPERATIVE BOARD MEETING**

*December 4<sup>th</sup> 2017 at Lafayette Lofts*

**Attendance:** Elizabeth Robinson (7:09), Alison Wilcox-Lanfear, Heather Lazickas, Matt Caldiero, Hope Hoetzer-Cook, Marissa Pace, Derek Bateman, Marty Knauss and Peter Cimino **Staff Members:** Tim Bartlett, Tom Vrabel, Mark Harley

***Alison Wilcox called the meeting to order at 07:01 PM and reviewed the agenda.***

<b>Agenda Item</b>	<b>Discussion/Documents Reviewed</b>	<b>Board Action</b>
<b>Review Agenda</b>	<b>Board reviewed the following document: 12.04.2017 Agenda</b>	
<b>Owner Observers</b>	No Member-Owners were present. The board discussed a letter written to Matt from an owner and investor. The letter expressed concern around the potential for conflicts when a Board Member also does business with the Co-op, related to purchasing BreadHive's products while a BH owner was still on the BOD. Matt wrote a response to the owner which outlined our processes around these business dealings and expressed confidence in the co-op's current situation, and the owner was appreciative of the detail and no further issues were raised.	
<b>BOD Calendar</b>	<b>The Board reviewed the BOD calendar</b> <ul style="list-style-type: none"> <li>- Chestnut Roasting on Saturday December 9<sup>th</sup> at 11AM at both stores.</li> <li>- The next Board Meeting will be on January 8<sup>th</sup></li> <li>- Matt will write an article around the patronage dividend for the next newsletter</li> <li>- Annual Records review in January</li> <li>- The annual board retreat will be in April. We will be planning in the upcoming months.</li> </ul>	
<b>Seating New Director and Nominating Board Officers</b>	<b>Motion to seat the 2017 Board of Directors to include: Marty Knauss, Heather Lazickas, Peter Cimino</b> Motion: Alison, Second: Hope, Motion Passed. Vote: 7-0  <b>Vote of Election was taken. Motion to nominate Board Officers: President: Alison Wilcox-Lanfear, Vice-President: Elizabeth Robinson, Secretary: Hope Hoetzer-Cook, Treasurer: Matt Caldiero</b> Motion: Derek, Second: Marissa, Motion Passed. Vote: 8-0	
<b>November Minutes</b>	<b>The Board accepted the November Minutes as written.</b> Motion to accept the November Minutes. Motion: Matt. Second: Marty. Vote: 9-0, Motion Passed	
<b>GM Reports</b>	<b>B Global Executive Limitations Report and B7 Emergency Management Succession Report</b> <ul style="list-style-type: none"> <li>• Question about whether or not we have candidates to replace Tim as GM.</li> <li>• Tim: We have a lot of talent in the co-op. Elaine and I check in on this regularly but we don't have a dedicated development plan right now. It is on our mind and employee development will be a key area of focus moving forward.</li> </ul>	Motion to accept the Global B Report. Motion: Elizabeth. Second: Marissa. Vote: 9-0, Motion Passed. Comment: None  Motion to accept the B7 Management Succession Report. Motion: Hope, Second: Heather, Vote: 9-0 Motion Passed. Comment: None
<b>D Survey Review</b>	<b>The Board Reviewed the Results to the D3, D4, D5 Survey</b> <ul style="list-style-type: none"> <li>• Discussion around the wording of board policy D3.2.1. The board will not revise the policy.</li> <li>• The board will not propose any changes to policy.</li> </ul>	
<b>Board Priorities Timeline</b>	<b>The Board discussed the timeline for the Board Priorities</b> <ul style="list-style-type: none"> <li>• Board discussed topics at upcoming board meetings for strategic learning. Financial training for operating two stores will be at the spring retreat.</li> </ul>	
<b>Executive Session</b>	<b>The Board entered Executive Session to Discuss Expansion, Financial related matters at 8:23PM.</b> Matt Caldiero, Elizabeth Robinson, Alison Wilcox, Hope Hoetzer-Cook, Marissa Pace, Heather Lazickas, Peter Cimino, Derek Bateman, Marty Knauss <b>0 votes were taken. Board left executive session at 8:40PM.</b>	Motion to move into Executive Session, Motion: Marty; Second: Marissa Vote: 9-0; Motion passed. Motion to leave Executive Session.
<b>Executive Session</b>	<b>The Board reentered Executive Session to discuss General Manager Review at 8:41PM.</b> Matt Caldiero, Elizabeth Robinson, Alison Wilcox, Hope Hoetzer-Cook, Marissa Pace, Heather Lazickas, Peter Cimino, Derek Bateman, Marty Knauss <b>0 votes were taken. Board left executive session at 9:06PM.</b>	Motion to move into Executive Session, Motion: Heather; Second: Elizabeth Vote: 9-0; Motion passed. Motion to leave Executive Session. Motion: Matt; Second: Heather. Motion passed.
<b>Adjournment</b>	<b>Meeting was adjourned at 9:06PM.</b>	

Respectfully submitted by *Tom Vrabel* on December 5<sup>th</sup>, 2017