

Next Meeting: *March 2, 2020*

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

*February 3, 2020 at Unitarian Universalist Church*

**Attendance:** Matt Caldiero (7:07), Hope Hoetzer-Cook (7:06), Domenic Licata, Peter Cimino, Marissa Pace, Valerie Rettberg-Smith, Alison Wilcox, Derek Bateman and Heather Lazickas **Staff Members:** Tim Bartlett, Amanda Cammarano, Sarah Easler **Owners:** Duncan Mills, Tony Diina, Pat Willy

**Marissa Pace 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: <i>February 3, 2020</i></b>	
<b>Owner Observers</b>	Owners present had no comments.	
<b>BOD Calendar</b>	<b>The Board reviewed the BOD calendar</b> <ul style="list-style-type: none"><li>- Next Board meeting on March 2, 2020</li><li>- The co-op will be holding investor conference calls on February 13 at noon and 7pm</li><li>- Retreat planning is still underway, more information to come</li><li>- Board will be asked to contribute articles/letters to the co-op blog in the coming weeks</li></ul>	
<b>Minutes</b>	<b>The Board accepted the January Minutes as written.</b> <b>Motion: Domenic, Second: Peter. Vote: 5-0 (4 abstained), Motion Passed.</b>	
<b>GM Reports</b>	<b>B4: Financial Condition (Quarterly) &amp; 2020 Marketing &amp; Communications Plan</b> Motion to accept the B4: Financial Condition report and the 2020 Marketing & Communications plan. <b>Motion: Alison, Second: Matt, Vote: 9-0. Motion Passed.</b> Reasonable Interpretations?: Yes, Data Provided?: Yes, Compliance?: No (B4, B4.4, B4.6, B4.7) Severity: high, Implication: high, Trend: high, Board Action: none.  <b>Comments:</b> Elmwood sales saw a greater decrease than those at Hertel. Sales to owners also saw a decrease in this quarter. We are making progress on improving margins and had positive EBITDA for three quarters in a row. Our cash has remained stable and slightly increased.  <b>Discussion:</b> Focus was centered on the process and needs to be considered when hiring of a new Marketing & Communications Director. The co-op's print vs digital marketing strategies were discussed, as well as opportunities to grow our customer base.	
<b>Recommendation to Transfer Preferred Shares</b>	Motion to empower Jenny Bruce to transfer the preferred shares sold to Webster Miller and re-allocate them to Camden Miller. <b>Motion: Hope, Second: Matt, Vote: 9-0 Motion Passed</b>	
<b>General Discussion</b>	<b>Board Retreat:</b> topic of interest for the upcoming board retreat were brainstormed  <b>GM Hiring Process:</b> We are not currently hiring a GM, but the best time to plan for the hiring process is before we need it. Our CDS consultant gave the board a tool kit, which they will refine and include as a part of the policy register in the coming months.	
<b>Executive Session</b>	Confidential personnel matters were discussed. No votes were taken. Motion to enter Executive Session at 8:48PM Motion: Matt Second: Alison Vote: 9-0 Motion passed. The Board left executive session at 9:05pm.	
<b>Adjournment</b>	<b>Meeting was adjourned at 9:05pm</b>	

Respectfully submitted by *Amanda Cammarano* on February 3, 2020.