

MINUTES FROM THE LEXINGTON CO-OPERATIVE BOARD MEETING
December 7, 2020 at via Virtual Conference Call

Attendance: Matt Caldiero, Valerie Rettberg-Smith, Hope Hoetzer-Cook, Patrick Finan, Heather Lazickas, Derek Bateman, Rita Jones, Marissa Pace **Excused:** Alison Wilcox-Lanfear **Staff Members:** Tim Bartlett, Amanda Cammarano, Phil Kneitingner

Marissa Pace called the meeting to order at 07:01 PM and reviewed the agenda.

Agenda Item	Discussion/Documents Reviewed	Board Action
Review Agenda	Board reviewed the following document: <i>December 7, 2020</i>	
Owner Observers	There were no owner observers	
BOD Calendar	<p>The Board reviewed the BOD calendar</p> <ul style="list-style-type: none"> - Next Board meeting on January 4, 2021 - Board members should complete a survey to assist in Tim's B6 Communication and Counsel to the Board report 	
Minutes	<p>The Board accepted the November Minutes as written. Motion: Derek, Second: Matt. Vote: 6-0, Motion Passed.</p>	
Board Member Seating and Officer Election	<p>Motion to seat the 2020 Board of Directors to include: Heather Lazickas and Patrick Finan Motion: Derek, Second: Matt, Motion Passed. Vote: 5-0 Board is awaiting Rita Jones' onboarding paperwork and anticipates seating her in January 2021.</p> <p>Motion to accept the officer slate of Marissa Pace as president, Heather Lazickas as vice president, Hope Hoetzer-Cook as secretary and Matt Caldiero as treasurer. Motion: Derek, Second: Valerie, Motion Passed 7-0</p>	
GM Reports	<p>Global B: Executive Limitations Motion to accept the Global B Report. Motion: Derek, Second: Patrick, Vote: 7-0. Motion Passed. Reasonable Interpretations?: Yes, Data Provided?: Yes, Compliance?: No. Severity: High, Implication: High, Trend: High, Board Action: Tim's plan for compliance by the end of the month has been accepted. Discussion: Tim informed the board that we have made great progress in getting the co-op compliant to the Erie County Scanner law. We anticipate being fully in compliance very soon.</p> <p>B7 Emergency Succession Plan Motion to accept the B7 Emergency Succession Plan Report. Motion: Patrick, Second: Heather, Vote: 7-0. Motion Passed. Reasonable Interpretations?: Yes, Data Provided?: Yes, Compliance?: Yes Severity: None, Implication: None, Trend: None, Board Action: None. Discussion: Board challenges Tim to keep looking at improving this plan. The co-op is working hard to hire a Human Resources Manager that will be tasked to evaluate where we can invest in hiring new talent over the coming months/years.</p> <p>General Discussion There was general discussion regarding the co-op's current financial position followed by a brief review of potential changes to owner benefits. Motion to refrain from public discussion of PPP loan forgiveness. Motion: Derek Second: Valerie Vote: 7-0</p>	
Board Work (D-Surveys & GM Compensation)	<ul style="list-style-type: none"> • Rita, Patrick and Marissa formed a group that will evaluate board D-Surveys and submit findings and places for improvement to the board. • After reading the "RFP on General Manager Compensation" from <i>Cooperative Grocer</i> the Board is comfortable moving forward with the criteria outlined in the document. Details on the GM contract were discussed in Executive Session. 	
Executive Session	<p>Motion to enter Executive Session at 9:01PM Motion: Matt, Second: Derek, Vote: 7-0 Attendance: Marissa Pace, Derek Bateman, Matt Caldiero, Patrick Finan, Heather Lazickas, Valerie Rettberg-Smith, Hope Hoetzer-Cook, Tim Bartlett (GM), Elizabeth Vealey (CFO)</p> <p>Discussion: The General Manager contract and related personnel matters. Tim will be providing additional information, and a special meeting will be called by Marissa Pace within two weeks for further discussion.</p> <p>No votes were taken.</p> <p>Motion to exit Executive Session at 9:29 PM. Motion: Matt, Second: Derek, Vote: 7-0 Motion Passed</p>	
Adjournment	Meeting was adjourned at 9:29PM.	

Respectfully submitted by *Amanda Cammarano* on December 8, 2020.