

**MINUTES FROM THE LEXINGTON CO-OPERATIVE BOARD MEETING**  
**January 09, 2023, on Zoom**

**Attendance:** Domenic Licata, Heather Lazickas, Patrick Finan, Emily Cosby, Terry Mickelson, Pamela Eck, Devon Dams-O'Connor, Rita Jones, Michelle Niblock, Carolyn Hoyt Stevens (-8:17pm)

**Absent:** Sabu Adeyola (noted that Sabu has been absent for three consecutive meetings. Patrick will contact Sabu his desire to remain on the board). **Staff Members:** Tom Vrabel, Tim Bartlett **Other:** Peter Yoerg

**Patrick Finan called the January 2023 Board Meeting to order at 7:04 pm**

<b>Agenda Item</b>	<b>Discussion/Documents Reviewed</b>	<b>Board Action</b>
<b>Agenda Review</b>	Board reviewed the following document: January 9, 2023 Agenda	
<b>Owner Observers</b>	Peter Yoerg attended the meeting to learn more about what's going on at the co-op.	
<b>Conflict of Interest</b>	No disclosures made	
<b>Minutes</b>	<b>The Board accepted the December 5<sup>th</sup> Minutes as written.</b> <b>Motion:</b> Michelle Niblock, <b>Second:</b> Carolyn Hoyt-Stevens <b>Vote:</b> 10-0, Motion Passed.	
<b>BOD Calendar</b>	<b>The Board reviewed the BOD calendar:</b> <ul style="list-style-type: none"> <li>• The next Board meeting will be on February 6, 2023.</li> <li>• Board Retreat planning has begun, no date yet.</li> <li>• Investors call on 1/19 at 7pm for owners that invested in the capital campaign</li> <li>• GM Evaluation is underway, Tim is working on a self-evaluation and 360 evaluations</li> <li>• Building Trust in the Board / Manager Relationship - Jan 13, Virtual CBL 101 - Jan 21</li> <li>• Owner Survey results review is TBD</li> <li>• Ends policy work continues</li> </ul>	
<b>Board Priorities Discussion</b>	<b>Orientation Follow Up Board Priorities for 2023:</b> Compile list of topics/questions for further discussion <ul style="list-style-type: none"> <li>• Many new board members shared their goal of continuing to learn how the board operates so they can best serve. Figure out how to be a great partner to the rest of the co-op (staff, management, owners).</li> <li>• Board recruitment and retention and board linkage to the owners</li> <li>• Better understand how the co-op will function with a union in place. How does that impact the board's role?</li> <li>• Better understand what metrics and numbers the board uses to measure success and how these metrics are generated.</li> <li>• How the board can become more involved in community events</li> <li>• Revisit our Ends policies and best explore how to leverage the co-op beyond our stores</li> <li>• Implementation of a board self-monitoring/assessment process</li> </ul>	
<b>GM Executive Constraint Policies</b>	<b>Plan for policies previously out of compliance</b> Motion to accept Update on Plan for Compliance B1.2 Net Income >0.5% and B1.1 Sales Growth >3.0% <b>Motion:</b> Emily Cosby <b>Second:</b> Pamela Eck <b>Vote:</b> 9-0, Motion Passed.  <b>Executive Constraint Policies</b> Motion to accept these policies as written. <b>B Global Executive Constraint</b> <b>Motion:</b> Devon Dams-O'Connor <b>Second:</b> Rita Jones <b>Vote:</b> 9-0, Motion Passed. <b>B7 Communication to the Board</b> <b>Motion:</b> Michelle Niblock <b>Second:</b> Pamela Eck <b>Vote:</b> 9-0, Motion Passed. Out of compliance for this report submitted a month late. <b>Severity</b> Low, <b>Impact</b> Low, <b>Trend</b> Low <b>B8 Logistical Support</b> <b>Motion:</b> Heather Lazickas <b>Second:</b> Michelle Niblock <b>Vote:</b> 9-0, Motion Passed. <b>B9 Emergency Manager Succession</b> <b>Motion:</b> Emily Cosby <b>Second:</b> Pamela Eck <b>Vote:</b> 9.0, Motion Passed.	
<b>Adjournment</b>	Meeting Observations shared. <b>Motion to Adjourn at 8:56pm</b> <b>Motion:</b> Michelle Niblock, <b>Second:</b> Devon Dams-O'Connor <b>Vote 9-0. Motion Passed.</b>	

*Respectfully submitted by Tom Vrabel on January 9<sup>th</sup>, 2023*