



## **EFC Board of Directors Meeting**

**December 11, 2023; 6:00- 7:40 pm**

### **In Person**

**Directors Present:** Joleen Baker, Sarah Baeverstad, Michelle Spangler, Nina Houts, Julie Tilka, Alicia Marcellis, Zack Avre, Kristel Porter, Ryan Brown

**Directors Absent:** NA

**Staff Present:** Anne Gazola

**Guests Present:** Rachel Soffer, Mark Butcher, Suzanne Durkacs

### **Call To Order:**

Michelle Spangler, Board President, called the meeting to order at 6:00 pm.

### **Preliminaries:**

The board voted to accept the consent agenda which includes the November meeting minutes and the December meeting agenda. Michelle motioned to approve the December agenda and the November BOD minutes. Joleen seconded the motion. Upon voting, the motion was carried 9:0.

### **Owner Comment Period:**

Rachel Soffer introduced herself as an attorney working with co-ops for 25 years including Eastside Food Co-op.

Suzanne Durkacs introduced herself as a co-op owner and potential board assistant.

Mark Butcher introduced himself as a co-op owner and staff member and potential board assistant.

Board members introduced themselves. Zack read the Board Member Commitment statement.

### **Board Education:**

Rachel Soffer, of the Soffer Lehrman Law Group, provided the board training with regards to their fiduciary duties.

### **Board Business:**

The board discussed guidelines for internal board communication processes.

Michelle shared that the board would begin working with Columinate consultant, Jade Barker.

### **Board Monitoring Report:**

Joleen reported compliance with the C5- Code of Conduct policy monitoring and moved to accept the reporting as reported by the committee. Joleen motioned to accept the C5 policy monitoring. Alicia seconded the motion. The motion to accept the C5 monitoring report passed unanimously.

### **Committee Reports:**

#### **Policy Governance:**

Joleen shared that there are a number of possible bylaw amendments to review over the next few months.

**Board Development:**

Nina shared that the board will be discussing feedback about the candidate/ elections process and will be working to draft an elections timeline based upon that feedback.

The board discussed the policy governance and board development committee charters. While the board approved of the substance of the charters, Joleen suggested a few formatting updates. The board will vote on charter approval via consent agenda at the January BOD meeting.

**Executive Limitations Monitoring Report:**

The Board discussed Anne's monitoring on policies, B10- Communication to the Board and B11-Board Logistical Support. Anne reported compliance with the policies. Zack motioned to accept Anne's monitoring report on policies B10 Communication to the Board + B11 Board Logistical Support. Alicia seconded the motion. The motion to accept Anne's Executive Limitations reporting passed unanimously (9:0).

**Adjourn**

At 7:40 pm, Michelle motioned to end the open portion of the board meeting and move to executive session. Julie seconded the motion. The motion carried 9:0.

**Executive Session:**

The board discussed confidential store matters and internal board protocols.