



Board of Directors – Meeting Minutes  
 Wednesday January 15, 2020  
 630pm – Meeting – VFC Community Room

**Present:** Mike Link President, Elizabeth Tigan, Peter Bergquist, Aurora Boyd, Olive Reynolds, Karen Mischel, Eric Snowdeal  
**Staff:** Jan Rasikas-GM  
**Guests:** Nancy Merten, New Liaison for UFCW, Perrin Iacopinno, Toby Grotz  
**Phone:** None  
**Absent:** None

| START | MIN | TOPIC / ACTION  | NOTES  | ACTION ITEMS (AI)                                       |
|-------|-----|---|--|---|
| 6:00  | 30  | Dinner  | Eat, drink & enjoy!  |   |
| 6:38  | 03  | Welcome guests / visitors   | Meeting called to order by President Mike Link @ 6:30pm  |   |
| 6:45  | 02  | Check In  | Everyone has a sense of the state of mind of others present and have affirmed they came prepared and ready to act.   |   |
| 6:47  | 05  | Review Agenda & Minutes   | Approval of Minutes<br><b>11/20/19 Minutes</b><br><b>motion to accept with edits</b><br><b>Motion/Second Aurora/Olive</b><br><b>KM Abstains</b><br><b>Vote: Approved</b>   |   |
| 6:50  | 01  | UFCW Liaison  | Nancy Merten<br>no comments concerning the agenda  | AI: Jan<br>Share info on BioGeometry with BoD Completed |
| 6:51  | 11  | Executive Limitations monitoring -- GM  | L.1 Treatment of Members<br><b>L.1 Treatment of Members motion to accept as compliant</b><br><b>M/S: Karen/Eric</b><br><b>Vote: Approved</b>   | AI: Jan<br>Ends Polices moved to Feb mtg                |
| 7:02  | 01  | Governance Process monitoring -- BoD  | None for January   |   |
| 7:03  | 07  | Old Business  | 1. Class C Redemptions, reviewed the schedule<br><br>2. Coffee with the Board, Schedule of attendance<br><br>3. Beer with the Board, Schedule of attendance  |   |
| 7:09  | 06  | New Business  | 1. Class C Redemption Request<br><b>Certificate #1029 Series 1 Redemption</b><br><b>M/S: Mike/Olive</b><br><b>Vote: Approved</b><br>2. Organic Valley Cooperative Tours FYI<br>3. Choose new day for BoD Meetings:<br>3 <sup>rd</sup> Monday of each month |   |
| 7:15  | 02  | Member Communication<br>BoD reviews what's needed for member communication in Pea Soup, focusing on Spring edition. | Pea Soup writing assignments:<br>Elizabeth Spring<br>Olive Summer<br>Autumn issue (TBD)  | AI: Elizabeth writes Spring issue                       |

|      |    |   |   |  |
|------|----|---|---|--|
| 7:17 | 33 | <b>Long Range Vision, Initiatives, and Member Communications</b><br><br>Board and GM has opportunity to converse on long range visioning and planning   | Board retreat review of long-range vision planning<br>Future Proof the Coop - The Board is to work as active preparers – we are continually learning and planning, ready for opportunity. And to guard co-op from potential issues.<br>Understanding Financial Statements: New Market Tax Credit program awareness  | Action Item: Jan CLBD / Leslie W for September   |
| 7:50 | 10 | <b>FYI:</b><br>BoD and GM has opportunity to converse on key issues   | 2020 is the 25 <sup>th</sup> anniversary of the VFC!<br>Planning an event in August<br>Sales Trends, achieving 96% of budgeted sales<br>Jan to NCG Board Meeting 1/24-1/28<br>\$5 meal program plans to begin soon  |  |
| 8:02 | 32 | <b>Closed Session</b><br>Closed session minutes are available on SharePoint to BoD only as a separate document. Any motion made/vote by BoD in closed session is recorded in the regular minutes. | <ol style="list-style-type: none"> <li>1. Staff Changes at Admin Level</li> <li>2. Intro to New Operating Budget Tools</li> <li>3. Request and discussion for right sized Line of Credit with Bank of Cashton for post expansion operations</li> </ol> <p><b>Motion to approve LOC with Bank of Cashton</b><br/> <b>M/S: Mike/Karen</b><br/> <b>Vote: unanimously approved 100% participation</b></p> | Notes to #3:<br>Email vote on Feb 6 and Feb 7.<br>Board requirement of an email vote of 100% participation and 100% approval is achieved |
| 8:34 | 00 | <b>Adjournment &amp; Thank you</b>  | <b>Motion to Adjourn</b><br><b>M/S: Aurora/Eric</b><br><b>Vote: Approved</b>  |  |