

Minutes of Lakewinds Natural Foods Board Of Directors Meeting September 28, 2009

The meeting was called to order by Board Vice President John DePaolis at 6:00. Present were Caroline Hermes, Sherri Kirkman, Fred Ladner, Jennifer Reilly, Katherine Roseth, Joe Wagner, Dale Woodbeck and General Manager, Libby Trader. Before getting under way the Board formally welcomed new Board Members Caroline Hermes and Fred Ladner.

Review Annual Audit

The first order of business was to listen to the coop's auditor, Sarah Budensky, provide an overview and explanation of this year's audited financial statements. Sarah noted that Lakewinds had a good year despite the economic climate.

Election of Officers

The annual election of officers was then conducted. Outgoing President Mary Chasin had, prior to the Annual Meeting, polled Board Members as to what officer positions they wanted and with that information had come up with a slate consisting of John DePaolis as President, Jennifer Reilly as Vice President, Dale Woodbeck as Treasurer and Joe Wagner as Secretary. John made a motion to accept this slate which was seconded by Katherine Roseth and passed unanimously.

Consent Agenda

Joe made a motion to accept the Consent Agenda (consisting of the minutes of the August 31, 2009 Board meeting; new member applications for the month of September; and the General Manager's monthly financial and management report) without comment. Sherri seconded the motion and it was passed unanimously.

Code of Ethics

John asked all Board Members to please sign and return the copies of the Board of Directors Code of Conduct that he had sent to each Board Member by email. He said that the new procedure would be an annual signing of the Code instead of a Board Member signing only once upon becoming elected.

Board Transparency

John explained that he would like to find a way to allow Members that have an interest to interact with the Board. Some of the ideas discussed were:

- Posting the monthly agenda and minutes to the coop's website.
- Allow Members to sit-in on the non-executive session part of Board meetings.
- Finish a previously started, but never completed, project to have a picture and short bio of each Board Member posted on the coop's website.

It was decided to immediately begin posting the agenda and minutes to the website, finish the picture and bio project and announce in the next newsletter a procedure for how Members can attend meetings.

Planning Calendar Review

John distributed an annual Board events calendar for the rest of 2009 and all of 2010. There was decided to return to scheduling Board meetings on the 4th Monday of each month at 6:30 rather than on the last Monday at 6:00.

Strategic Planning Update

Libby distributed copies of a summary of Vision, Objectives and Strategies developed by the Board at its 2-day offsite meetings last February. It was decided to include establish milestones regarding for the integration of the above into management planning to be reviewed at each Board meeting and to review and/or revise these annually. The next off site meeting for this would be this winter. It was also decided to follow up on comments made regarding the Strategic Plan at the Annual Members Meeting by keeping Members up to date as to progress being made.

Board Self Evaluation

Katherine distributed an analysis she had completed of the annual Board Self Evaluation which was conducted in August/September. The assessment covered Ends Policies, Board/Management Relations and Board Governance Policies. She said Board Members judged that they had “met” or exceeded the requirements of these policies although it was noted that some felt there was room for improvement.

This part of the meeting was adjourned at 7:45.