

**Wild Oats Cooperative Inc.**  
**Board of Directors Meeting Minutes -- Zoom video-conference**  
**Thursday, July 20, 2023: 7:00- 9:00 PM**

**Board Members Present:** Bob Allard, Marc Freedman, Tom Cragg, Sarah Jacobson, Jeff Strait, and Peter Siegenthaler. Michelle Juneau, Lee Venolia and Jose Constantine were absent

**Managers:** Netse Lytle

**Meeting convened at 7:00 PM**

**Member-Owner Comments**

- No member-owners attended the meeting

**Board and Meeting Logistics**

- Tom Cragg reviewed with the Board the meeting agenda and the Board calendar
  - With regard to the Board calendar:
    - Michelle Juneau, in conjunction with the Member Linkage Committee, will publish a short member-owner email communication to be sent out near the end of the month. This is the first board communication to member-owners with a planned quarterly schedule going forward
    - The Annual Meeting is set for Tuesday, October 24
- Several changes to the minutes for the May and June 2023 Board minutes were discussed. Bob Allard moved and Marc Freedman seconded a motion to accept the May 2023 meeting minutes, as amended. Motion passed five to zero, with one abstention. Peter Siegenthaler moved and Bob Allard seconded a motion to accept the June 2023 meeting minutes as amended. Motion passed unanimously.
- Sarah Jacobson suggested adding “action Items” to the minutes in order to keep track of actions agreed to during the meeting. One approach to handle this would be to have a person assigned at each meeting to keep track of action items and to review the action item list at the end of each meeting. Tom offered to investigate this approach and get back to the Board

**Management Report L4 – Business Plan and Budget (FY 2024)**

- Netse Lytle listed areas in the L4 report that included changes from the version discussed at the June 2023 Board meeting. Changes were made in sections dealing with marketing, building improvements, and environmental stewardship. Financial measures were also updated
- In response to Marc Freedman’s question, Netse explained the store’s long-term goal of attracting younger shoppers
- A number of minor changes to words, numbers, and formatting in the Report were discussed
- Jeff Strait pointed out a few items/changes in the final budget numbers. Changes were made to the budgeted cost of goods sold (and the corresponding drop in gross profit margin), and in “all other expenses.” The budgeted increase in “all other expenses” is driven in part by an increase in repairs and maintenance expense, and an increase in marketing expenses.
- Jeff Strait moved and Peter Siegenthaler seconded a motion to accept the L4 report, subject to resubmission with necessary modifications. Motion passed unanimously.

### **Management Reports L6 -- Communication to the Board and L7 – Board Logistical Support**

- No questions were raised with regard to the L6 report
- With regard to the L7, a short discussion was held concerning the role of “board administrator,” which Netse Lytle currently fills, and the desirability of delegating the “board administrator” tasks as much as possible
- Bob Allard moved and Marc Freedman seconded a motion to accept the L6 and L7 reports. Motion passed unanimously.

With regard to all three management reports, Sarah Jacobson asked if the normal report tracking worksheet was being updated. Tom Cragg noted that this was something he had not done for 2023 but would do.

### **Committee Reports**

- Tom Cragg (on behalf of Michelle Juneau) reported that the Member Linkage Committee has begun working on plans for the October 24 Annual Meeting
- With regard to the Annual Meeting, candidates for Board openings are needed. The Board Development Committee (Cragg, Siegenthaler and Freedman) will focus on this.
- Jeff Strait mentioned that the discussion of the L4 included comments resulting from a Finance Committee meeting
- On behalf of the ARDEI Committee, Sarah Jacobson asked the Board to pass on names of anyone who has expertise on disability advocacy

### **General Manager Comments**

- Repairs to the floor in the produce prep area are nearly complete and the refrigerated trailer in the side parking lot will soon be gone. Netse complimented the produce team for dealing with the disruption caused by these repairs and for increasing sales at the same time.
- Positive comments were made with regard to the new color labeling for produce
- The store’s seafood permits are now fully in place

### **MEETING CLOSING**

- The next Board meeting is scheduled for August 17, 2023
- The meeting ended at approximately 8:00 pm

### **Action Items Resulting from the Meeting:**

1. Tom Cragg -- Add action items to the minutes going forward
2. Tom Cragg -- Investigate ways to keep track of action items at each meeting
3. Netse Lytle – Provide the Board with an adjusted L4 Report (to reflect a number of minor changes)
4. Tom Cragg – Create the Board “decision tracking sheet” for 2023
5. Board Development Committee – Identify Board candidates
6. Netse Lytle – Send a “GM Update” email to the Board

**Minutes Prepared by: Tom Cragg**