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5	Consent Agenda: Minutes from January, 2017
15	Interim GM Reports: GM report, L.2, L.7, L.4.10 Financial: Full 4th Quarter Financial Report (w/ narrative), End of 2016
10	balances
5	GM Search Committee
BREAK 5 minutes	
5	Approve King Award
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Board of Directors Meeting Minutes – February 15, 2017

Location: St. Andrew’s Church, Division Street

Attendance

Board Members: Gaia Kile (board member), Ann Sprunger (president), Leah Hagamen (vice president), Jaime Magiera (board member), Persephone Hernandez-Vogt (board member), Keegan Rodgers (secretary), Bruce Curtis (treasurer)

Christine Laing, Finance Manager

Lori Crall, Interim General Manager, Wellness Manager, Front End Manager

Susan Landauer, Human Resources Director

David Hall, Outreach Coordinator

Kristina Weber, Bookkeeper

Angie Voiles, Grocery Manager

Keith Kurz, Member-Owner

Call to order – Ann called the meeting to order at 6:30.

Agenda Review – No changes to the agenda.

Member Comments – None.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Patti announced upcoming spoken word events: Bad & Nasty for President's Day and HERSay in March. Persephone announced that this Friday is a general strike and economic boycott. Gaia announced the Equitable Pioneers' gathering in Circle Pines, the first weekend in March. David spoke with a former board member who indicated that East Lansing's food co-op plans to sell its location, regroup, and then decide how to go forward.

Consent Agenda – The only thing on the Consent Agenda was the January minutes. Ann moved to approve, Persephone seconded, and the motion carried 7-0.

Interim GM Report – Everyone is enjoying the new format of the reports. There was a union phone negotiation that got postponed, so the next meeting will be February 24 and will be a whole day session. The meetings so far have been productive, Lori reported. There are about 50 people in the bargaining unit. Susan clarified which employees were eligible for the union. Bruce asked for clarification about Keegan's statement indicating that we can't keep up with production; Keegan said that the bakery physically cannot make enough food to meet demand. He is looking at increasing wholesale. Gaia inquired as to sales patterns—bakery and prepared foods continue to grow while produce/groceries are down. Lori opined that it could be a combination of issues. Angie opined that store side departments vs. prepped foods are somewhat different, also affected by changes from NCGA. Lori reported that the member survey is running until February 18th. It is on social media in various places and there are paper copies in the store.

L.2—Treatment of Staff, L.7—Compensation and Benefits, L.4.10—Quarterly Report – Jaime asked about the open door policy at the store and if workers have expressed opinions on it. Lori said that she has received positive feedback from workers, sharing information, posting information and generally checking in with employees. Lori encouraged board members to continue to come into the store and volunteer. Persephone has a sign-up sheet for volunteers.

L.7.2. may need to be changed given the new union; Lori was not certain.

Lori reported that the approved reports are put in a notebook that is in the door of the GM office so any staff member can read.

Gaia moved to approve the reports from the interim GM (Interim GM report, L.2, L.7, L.4.10, Jaime seconded, and the motion carried 7-0.

Financial Reports – Bruce reported on the Finance Committee meeting. The report indicates that while we have lost less money, we still lost over \$100,000. Some of this

loss includes the lost work day and water damage. Ann opined that the overall year looked better but we had some unexpected expenses.

Christine explained the statement of cash flows which differ from the statement of profit and loss. The former is cash, differences between includes depreciation and equipment purchases. Depreciation is a measure of how much your stuff is wearing out. The equipment purchases referenced in the report include new flooring, new lights, stove, espresso machine and other purchases. If you look at the change to cash, it was about \$62,000 less than what we had last year. She explained that if the co-op continues to purchase new equipment and the new equipment makes sales go up, then our income will go up but our cash flow will be worse. From a “cash flow” point of view, we have quite a bit of cash and we have the option of spending that cash on things that would increase sales but, as she explained, this makes the cash flow amount lower.

The legal fees incurred are reported under “professional services” in her report. Christine explained that the reason there are negative numbers in the miscellaneous and in the services columns is because she included the reimbursement from the insurance company; however, the checks did not actually arrive until February.

It was agreed upon that the reports are sufficient; could possibly use a snapshot of long term graphs. Ann moved to accept the L.4.10 Fourth Quarter reports, Keegan seconded and the motion carried 7-0.

GM Search Committee – A job posting was drafted by Carolee Colter and it was noted that the job description and job posting are two separate things. The job posting is being worked on, and Anne Evans would like to posted by the end of the month at the latest. Anne will review where we posted last time and see how beneficial those postings were.

The job description will get tweaked by Anne. She will send it to the applicants that we wish to do phone interviews with. This becomes the formal document of the duties that the GM will be charged with.

Twenty-three staff members filled out a priority survey for the GM Search Committee; Anne is working on this.

Ann passed out a report of the activities of the committee along with a sample advertisement and a proposed budget for the committee. One of the costs to look at is what we are willing/able to reimburse a potential candidate for travel.

Gaia moved to accept the GM search committee budget as a temporary reflection of the current situation, Bruce seconded. Discussion: Staff member costs, \$20/hour, presuming that they are making \$12/hour plus benefit costs, so while the proposed budget indicated \$20/hour per person, this may be a little bit high. The motion carried 7-0.

Bruce questioned if there is a way to streamline this process for the future as he feels the committee is starting from scratch. A Google doc has been set up for the committee. There is also a hiring “toolbox” that was purchased and can be added to.

Approve Ken King Award – Persephone moved to approve the recipient of the Ken King Award, Keegan seconded. Discussion: The proposed recipient is deceased. Concern raised that this could bring down the energy of the annual meeting.

Discussion:

- Member Linkage Committee discussed having a poster board station at the meeting so that members could go around and speak to board members while reading the posters. To this end, we could have a poster representing all of the award recipients in the past
- Concern about how to carry on the work of someone who is no longer with us. Part of the energy of the award winner is that that person is doing something you could be joining and working on with them. We could also identify someone who is alive and doing something now that members could join with. Could still have proposed recipient receive award in memorial along with an alive person.
- The proposed recipient, who passed away young, could be an inspiration to younger people about what they can do in a short time.
- If we do the poster boards, we could include suggestions about how to continue the work done by this person or set up a fund to continue the work that the proposed recipient began.
- People who knew the proposed recipient could be invited to talk about him and his work
- If we could continue the work started by the proposed recipient, then it could be a huge volunteer opportunity for co-op member/owners. For example, we could have a volunteer bank wherein one volunteers through the co-op to go to other places and do good work in this person’s name. Perhaps have an ad-hoc committee as part of the Member Linkage Committee. The operation would need to be run by a volunteer.

The motion carried 7-0.

Elections Update/Vetted Candidates – Five packets were submitted, four were approved. The person who was not approved did not provide a phone number and he had an email server that required Jaime to click on a link to be approved before his email was received. This held up the communication process. Jaime’s email (that had to be approved) let the person know he could pick up a petition at the co-op or it could be emailed. The petition was emailed out Tuesday morning due to the situation described above.

The approved candidates are Jeremy Lapham, Steve Rich, Bruce Curtis, Gaia Kile. Three positions are open. Persephone suggested the candidate classification be listed as “nominated” and “by petition.”

Lori reminded the board that February 27th is deadline for the Connection newsletter. There will be the ballot, pictures and statements by the candidate, along with other articles and recipes. Gaia will look into whether we can request annual meeting agenda items in the newsletter.

Annual Meeting — Leah met with David and Linkage Committee to try to find a way for the annual meeting to be more interactive. As discussed above, an idea is to have poster board stations around the room where attendees can go to learn about different aspects of the co-op. Some issues would be addressed in the larger group.

The Neutral Zone was not available for April 21. We still need a venue. David is trying to reach the Kerrytown Concert House to see about April 20. Voting still scheduled to begin on March 30.

Retreat Discussion – Still need to find a time and date to do it. Keegan will send out a poll to determine these dates.

Member Survey—As reported previously, it has been going on for over a week and a half, and goes to Feb. 18th. It is being done by survey monkey, the paper surveys will be entered so that Survey Monkey can crunch the data.

Looking Ahead – Need to have a discussion about how to manage an even number of board members when voting next year, L.6 Asset Protection report is due from Lori as are the independent financial review results, plan for new director orientation, treasurer to provide external review of financials, finalize annual meeting and election information, discuss Meet the Board candidates events, review the policy reboot policy.

Task List – Gaia will look into proposing agenda items for annual meetings, and Keegan will send out a survey for dates for retreat.

Future Meetings— The next meeting is March 15.

Meeting Evaluation—

- Really enjoy your company
- Please try to have better time estimates for future meetings
- Could also be better at cutting off discussion to keep time better
- Have a quick decision on extending time for agenda items
- Make sure the conversation stays relevant so we keep on time
- Too many meta conversations happen, thus making meeting longer

- Need to focus and stay on topic better
- Enjoyed what Lori had to say about the store
- Felt more relaxed about this meeting
- Thanked Keith (member) for coming
- Appreciate Lori

Executive Session – Ann moved to go into Executive Session to discuss election issues that have legal implications, Persephone seconded and the motion carried 7-0.

Adjournment – Ann adjourned the board meeting at 8:59.

Respectfully submitted,

Keegan Rodgers, Board Secretary