

**Item Title**

Agenda Review

Member Comments

Announcements/Info Share/Future Scanning/President's Remarks

Consent Agenda: Minutes from February, 2017

Interim GM Reports: GM report, L.6

Financial: Independent/External Financial Reviews

GM Search Committee Update

**BREAK 5 minutes**

Elections Update/Meet the Candidate/Orientation

Annual Meeting Finalizations

Retreat Discussion

Voting with Eight Members

Policy Reboot Process

Looking Ahead for Next Month

Task List Review/Future Meeting Date

Meeting Evaluation

Board of Directors Meeting Minutes – March 15, 2017

Location: St. Andrew's Church, Division Street

Attendance

Board Members: Gaia Kile (board member), Ann Sprunger (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

Phil Bianco, Staff Member and Owner

Geoff Grecynski, Member-Owner

Jeff Tenza, former Board Member

Stephanie Mitchell, Outreach/Publicity

Call to order – Jaime (who was facilitating the meeting) called the meeting to order at 6:30.

Agenda Review – Jaime suggested adding a request for an executive session to the agenda. Policy review was changed to five minutes instead of 10.

Member Comments – Phil Bianco inquired if the co-op has any relationship with the ICC, getting committee information consistent on the website, is the GM Search Committee considering having on it employees on the bargaining committee. To the third question, there was a bargaining member on the committee but she moved onto a management job. One of the challenges is that every committee member has to be present at every interview, so it is crucial to find someone who can be present. To the second question, Jaime will bring something about committees to the next meeting. To the first question, Gaia said that he semi-regularly meets with the head of the ICC. Phil suggested that all of the cooperative houses do need to buy groceries; this would be an operations decision. There also exists a Student Buyers' Association that serves the ICC co-ops.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Ann said that the late January Board Matters never got published and disseminated so she is working on a new one. Lori said that the union and management reached an agreement; the vote is on Friday. Phil reported that the majority of people he has spoken to will join the union, but there is some uncertainty about part-time employees. The board retreat is scheduled for March 23. The candidates for the board are doing a meet and greet on April 5<sup>th</sup> from 6:30pm-8:30pm.

Consent Agenda – The only thing on the Consent Agenda was the February minutes. Ann moved to approve, Keegan seconded, and the motion carried 6-0.

Interim GM Report – Lori praised the staff for the positive changes at the co-op. Lori discussed the postcard mailing and staff survey. The survey had very positive and constructive remarks on it. Overall, people stated that they love the co-op. One interesting thing was that while people said they shopped at the co-op about once a week but only went to the café about once a month. Will increase social media posts and cross promotion. There was discussion about reaching out to students and concrete steps to attract them to the co-op. Stephanie discussed more aspects of the surveys, including that not many people find the shopping promotions helpful. Also noted the about half of respondents only visit the website once or twice a year, mixed thoughts on what information they would like to see on website and in publications. General consensus that they might visit the website more if coupons/specials were available on it. Write in comments included love of local events and classes. There were some negative comments about in-store interactions with employees.

There was a unanimous decision to extend discussion time.

Over 250 filled out the survey. Gaia asked about in-store availability for people who did not have access to the online survey. The café staff passed out paper surveys for people.

Gaia questioned how the term “weighted average” was used. It just means “average”; is the term that Survey Monkey uses for some reason.

Regarding grocery delivery (which people seemed to not desire), Gaia questioned if there were still enough people to warrant such a survey. He cautioned that even though the average of people not desiring such a thing does not necessarily mean that there isn't need for one.

Pertaining to postcards, Bruce asked for some clarification on the numbers in the report. Total cost of 5,000 postcards that were sent was negligible but Lori can get final numbers. Jaime moved to accept what has been reported and put further discussion on the agenda for next month's meeting, Persephone seconded. Discussion: Idea is fresh now, concern over packing next month's meeting. Motion passed 5-0-1 with Ann abstaining.

Bruce asked what the final take was on the postcards. Lori said that it will be done again, a couple will be incorporated into the board election mailing. The venture was considered a success.

L.6 Executive Limitations – Ann moved to approve the report, Bruce seconded and the motion carried 6-0.

Financial Reports/ Internal and External Reviews – Bruce reported that the final February reports may be slightly different due to cost of goods but overall are very pleased with the preliminary results. A profit of \$34,000 was reported for January!

An audit with Wegner is done every three years. In off years, they review our information (sales, leases, cash flow, general accounting process) and comment on it; this was an “off year”. A highlight was that we gain about 500 members a year and lose a negligible amount. Other than losing money last year, there was nothing “flagged” as being of concern.

Christine reviewed the lease terms of the grocery store and the café along with the space we rent for storage and office space: retail space is monthly \$8,400 and expires in July of 2019, café is \$3,424 and expires in July of 2019. New GM will have to address upcoming expirations and extensions.

Persephone inquired about gift card liability (over \$26,000). Christine explained that we know what we sell, but we don't know which ones are used and which ones have balances on them. Sometimes we give gift cards for charitable causes but they are not used. After seven years you can erase the liability, Christine said.

GM Search Committee – Next committee meeting is March 30, at which time resumes will be reviewed. There will be a list of approved resumes from Anne Evans. She will do phone screenings, not actual phone interviews. Phone interviews will be done with first round candidates.

There are six people on the committee, two of which are staff members. Jessie Bott was the staff member also on the bargaining unit but she was promoted to café manager. She will remain on the search committee, but she is no longer on the union bargaining committee. Discussion about appointing new member who is on the bargaining committee. Concern about appointing a new member is their availability; new person would have to meet on scheduled dates. One idea Ann had was to have bargaining unit members draft questions that they want and give them a special time during interviews to speak with candidates about union issues.

Persephone indicated that it is important to have union input, might not be able to achieve this with a back and forth question situation. Lori said it sounded more complicated to have them ask questions and then go back and forth. Would be simpler to have bargaining unit member on the committee.

Bruce made a motion to expand committee to seven people, Persephone seconded and the motion carried 5-0-1 with Keegan abstaining. Ann will look into the seventh candidate.

Jeff Tenza spoke about general questions about the search committee. He would like to meet later with folks to get a more detailed updated.

The current committee is Ann, Jaime, Bruce, two staff members (Amanda McCreless and Jessie Bott) and Ray Anderson.

Elections Update/Vetted Candidates – Persephone thanked Keegan for his assistance with the Meet the Candidates event. Keegan said that at the top of the ballot it says that “ballot must reach the store by 10pm on April 19<sup>th</sup>” and this is not accurate as members can vote at the annual meeting. The language has to be changed to reflect that one can vote online until the night of the 19<sup>th</sup> but that paper votes can be accepted up until the annual meeting. Keegan forwarded the language to Lori, who will get it to Ken.

Keegan said that he would count the paper ballots (not tally, but count to see how many we have).

Annual Meeting — It will be held on Thursday, April 20<sup>th</sup> at the Kerrytown Concert House. We are going to provide food for their annual meeting and in exchange we get to rent the space for free for our meeting. David will share a timeline of work that needs to be done in advance of the meeting.

Jaime said that the general plan was to follow the ideas of the Linkage Committee wherein there will be “stations” with posters and other information detailing certain aspects of the co-op. The idea is to make it more interactive between member-owners and board members. Linkage will reach out to different folks to get a poster from them, set them up with a table, and so on.

Retreat Discussion – The date is March 23<sup>rd</sup> at 6:00pm. Discussion about possible locations held. Gaia will contact someone from ICC.

Voting with Eight Members— Some board members were not concerned as many votes are very close, usually almost unanimous. If we wind up with a tie, then it’s not the majority and the board should go back and try to find consensus.

Persephone moved to adopt a system of voting that in order to vote in the affirmative it must be 50% (of voting members present) plus one, for example if eight members present, then need five to agree, Bruce seconded. The vote carried 6-0.

Policy Reboot—Do we want to restart this process or continue to postpone it? Keegan said that we are currently not synthesizing policies which is something in the board member job description. Board could either wait until the GM is selected or begin sooner.

Persephone said that she would be willing to take a lead on this issue since she is not on the GM Search Committee. Gaia also volunteered to help. Keegan said that the board can pick up where it left off; he will send an email to Gaia and Persephone and find a date in April to meet. We will review policies in May and vote in June.

Looking Ahead & Task List – Jaime will bring proposal regarding committees and information pertaining thereto, continue discussion on postcards with financial information provided, Keegan will organize policy reboot group (Gaia, Persephone, himself) by sending out an email and setting up a meeting for April, Keegan will go through previously rebooted policies and begin where we left off, GM Search Committee will work towards adding another member to the committee (of the bargaining committee), Leah will report on expectations for annual meeting, Gaia will contact ICC person about retreat meeting, David will check Sunward Staff about retreat, Keegan and Ann will meet about retreat.

For next month, Lori will report on L.1 Treatment of Members, and the board will plan the new board member orientation, finish discussion about postcards, discuss the proposal regarding committee information (Jaime), and organize ballot counting. (Note that all of this has been moved to May)

Future Meetings— The next meeting is scheduled for April 19. Meet the Candidates is April 5, the Annual Meeting is April 20. Keegan moved to cancel the April 19<sup>th</sup> board meeting. Discussion: Persephone made a friendly amendment that committees make a point to meet this month. Gaia made a friendly amendment that the finance committee still get the reports in. Ann said that April 12 should be held open as a work session as opposed to an actual meeting so that the financial documents would be available. Bruce and likely Gaia will not be present on April 19<sup>th</sup>. (Neither will be at the annual meeting). Jaime suggested having a work session on April 19<sup>th</sup> to keep the date consistent.

Keegan withdrew his motion to cancel the April meeting.

Jaime moved to have a work session on April 12<sup>th</sup>. Before a second was made, Ann clarified that this would look at last minute stuff for annual meeting and make sure everything was set for that. Keegan seconded. Discussion: Can finance committee get the reports by April 12<sup>th</sup>? Do we postpone Lori's 4.1 report until May? Bruce said he is comfortable giving an informal, narrative report from the finance committee meeting which will be on April 11<sup>th</sup>. Lori said she is comfortable doing her report by the 12<sup>th</sup>. Ann pointed out that meeting at the church might be difficult as that is Easter week. Since this is a work session (e.g. no votes will be taken), it does not need to be accessible to members and can be held in the co-op's basement. The motion carried 5-0-1 with Jaime abstaining.

**Therefore, there will be a non-voting, work session on April 12<sup>th</sup> at 6:30 in the basement of the co-op. Lori will not be submitting her L.1 report; it will be postponed until May. (Scribe's note: Someone should let the church know!)**

Meeting Evaluation—

- We were just about on time, thanks to Jaime for facilitating
- Got a lot done, need to quit having meetings about meetings
- Thanks to guests for coming
- Room configuration a bit odd, like the other room better
- Liked facilitating, moved along smoothly
- Informative to see what goes on
- Room generally not beloved
- Except for meeting about meetings, it moved along very well
- Would have liked to have known that postcard statistics were needed
- Finances looked good!

Executive Session – Gaia moved to go into Executive Session to discuss personnel issues, Persephone seconded and the motion carried 6-0.

Adjournment – Ann adjourned the board meeting at 8:53.

Respectfully submitted,

Keegan Rodgers, Board Secretary