

Agenda Review

Member Comments

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

Install New Directors, Elect Officer, Conflict of Interest Forms, Contact Board Members

Consent Agenda: Minutes from March, L.1 report from working session

Interim GM Report & Finish Postcard Discussion

L.4.10 + Narrative

BREAK 5 minutes

GM Search Committee Update

Annual Meeting: Date of Quorum, Recap of Meeting

Ends Reboot

Proposal Regarding Committee

Looking Ahead for Next Month

Task List Review/Future Meeting Date

Meeting Evaluation

Board of Directors Meeting Minutes – May 17, 2017

Location: St. Andrew's Church, Division Street

Attendance

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

Angie Voiles, Interim General Manager
Christine Laing, Finance Manager
Lori Crall, Wellness Manager, Front End Manager
Susan Landauer, Human Resources Director
Kristina Weber, Bookkeeper
David Hall, Outreach Coordinator

Call to order – Ann called the meeting to order at 6:33.

Agenda Review – A few minor housekeeping matters (not approving the reboot policy) cleared up.

Member Comments – None.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Welcomed Jeremy Lapham, our new board member. Ann asked that people comment on the visioning statement she sent out previously; she will send out another copy over the email list. Ann discussed doing something to thank St. Andrew's Church for letting us meet here. She and Angie would like to donate food for the breakfast program as long as they are allowed to receive it. Ann will contact the church to see what they can accept. Board Member Persephone is traveling for the summer. Ann asked that people reply to emails in a timely manner.

Consent Agenda – Since L.1 was just received recently, it was taken off of the consent agenda. There was an addition of Amanda's last name on the March minutes. Ann moved to approve the minutes, Jaime seconded, and the motion carried 6-0.

Install New Directors, Elect Officers, Board Member Communications – Leah brought up the concern that some board member's emails are personal, some phone numbers are listed, and there is general inconsistency about how to communicate with board members. Jeremy suggested that the emails should not be hyperlinked; Patti will communicate this to Ken. Jaime suggested having name@peoplesfood.coop emails for board members. Patti will email this to Ken. If done through the Google page, the messages will be saved for people who take over the various roles in the future.

Responsibility for uploading to the Google drive will fall to the committee chairs or officers. Board Administrator will upload the packet. Keegan will upload a contact list. Keegan and Leah verified the election at 7:08pm on April 20th. A total of 909 votes were received. Bruce received 542 votes, Gaia received 663 votes, Jeremy received 625 votes, Steve Rich received 470 votes. Two ballots were received at the annual meeting, which were validated by Keegan and Leah. Keegan moved to accept the election verification results, Ann seconded and the motion carried 6-0. The board officially welcomed Jeremy!

There were a number of abstentions in this election; next year, we may have an abstention box to check. In the future, data should be taken on how many people abstained. This led to a discussion of how long to maintain copies of ballots and other data. Jaime proposed keeping the ballots for six months, during which time the board will draft a data retention policy, Keegan seconded. The motion carried 7-0.

The Conflict of Interest forms were delayed until June as they fall under the purview of the secretary and a secretary should be elected first.

For officers, Bruce volunteered to remain on as treasurer and Keegan volunteered to remain on as secretary. Ann said she would remain on as president for one more year. Jaime said he was interested in running for president. This led to a discussion about the president's role including "behind the scene" work and small details that must be attended to. There was also a desire to see consistency in leadership as a new GM comes aboard. Leah proposed having Jaime act as vice-president with Ann as president.

One of the informal roles of the vice-president is to assist the president and make sure that small details are being covered, can run meetings, etc.

Leah moved the following: Ann for president, Jaime for vice-president, Keegan for secretary, and Bruce for treasurer. Jeremy seconded.

The vote for president carried 7-0. The vote for vice-president carried 6-0-1 with Jaime abstaining. The vote for secretary carried 6-0-1 with Keegan abstaining. The vote for treasurer carried 6-0-1 with Bruce abstaining.

Interim GM Report – Angie called for questions about her report. Staffing levels have improved since she wrote the report. Three new hires started this week, another new hire starts next week, and a new person was hired just prior to the meeting. In response to a question, Susan explained that an employee is on union leave wherein that person will get paid by the union, not by the co-op. A comparable position will be held open for that employee, under the terms of the contract. She also clarified that up to two people can be placed on this leave, for one to three months. There is no longer an issue with a person who was terminated and subsequently made legal threats. A new cheese monger began working; a worker from the kitchen has filled the position. The staff

discount changed from 20% to 15% and the Friday extra 5% for staff members/owners was eliminated. The discount is a discretionary benefit.

Ann said she appreciated the postcard information that Kristina sent out. The money for the newsletter had to be spent anyway, and this turned out to be a good return on investment. We got 136 coupons back, average purchase slightly above \$95. Postcards went to members living in 48103, 48104, 48105. Stefanie is trying to collect emails from people and offer discounts electronically.

Jaime inquired if it was possible to get data on individual member-owners' numbers to see if there is a boost in sales after a coupon, to see what sales were normally and if they spent more after a coupon. Lori confirmed that this is possible.

L.4.10 and Financial Report – Keegan moved to approve L.4.10 (Item G1) and the narrative notes (item G2) as submitted. Bruce seconded. Discussion: The \$15,000 loss for the quarter mirrored the attorneys' fees for the quarter. A cooler froze (went to -18 degrees), and some produce could not be sold. Angie was able to mitigate some of the loss by donating some produce to Food Gatherers.

Christine reported that sales were up in March, but they were still down compared to the same quarter in 2016. Sales discounts are down, which makes the loss somewhat less dramatic. There was a modest profit in January, which Christine believes is because the co-op purchased less food. A decline in wages (because of employee shortage) also accounted for some savings. Costs from the GM search, legal fees associated with the election and union related legal fees added to expenses.

Keegan asked about the \$30,000 on credit card surcharge fees. Christine said that is almost entirely the amount that credit card companies take when a credit card is used. Normally, it is between \$10,000-\$15,000 per month.

Ann proposed to ask Angie to put together a presentation about the NCGA audit that would give guidelines on how we compare fiscally to similarly situated co-ops, Jaime seconded. The motion carried 7-0.

Ann called for a vote on Keegan's motion, and it passed 7-0.

GM Search Committee – Candidate #1 is coming in on Monday and will spend Tuesday at the store. The committee is negotiating with Candidate #2 to come in during the middle of June. The board can upload questions for the candidates to the Google drive. Ann noted that applications would still be accepted.

Annual Meeting: Date of Quorum & Recap – The location of the meeting was a big hit. The space was more intimate, there was more conversation and mingling of guests and staff. Poster stations were also well received. Clean up went much better as well. The

Old Fourth Ward Association is having its annual neighborhood gathering on June 8th at St. Andrews; since a representative came to the annual meeting, it would be great if someone from the board can go. David will try to attend as staff.

The board thanked David for all of his work. If anyone has suggestions for improvements for next year, please send them to David.

Ann stressed that we have to do a better job of finding board candidates. Every month starting now, the board needs to identify people who can run for the board and start talking about it. Please find one person who might want to run for the board.

After voting started, a question arose as to whether someone could join and vote during the voting window. During the election Linda Diane Feldt recalled that a store policy went into effect during the Israeli couscous boycott drive, but nothing ever written into board policy. Leah presented a policy to clarify this issue:

Policy Type: Governance Process

Policy Title: G.14 Membership Quorum**

Adopted: May 2017

Quorum is the minimum number of member votes required for the general election to be valid

G14.1

To determine quorum, the audited list of current members will be printed on the day voting begins. That printed list of members will be used for voter verification of ballots. All members joining after voting begins will be unable to vote until the next election.

**this might fit better in the bylaws under 5.6. But for the sake of documentation we should add it to policy now and consider adding it to the bylaws later.

Leah moved to accept the proposal as stated above, Ann seconded with stipulation that it would be later addressed as a potential bylaw change. Leah accepted the friendly amendment. The motion and friendly amendment carried 7-0.

Ends Reboot – Keegan asked everyone to read the proposal that was in the packet. Please send feedback to Keegan. It will be voted on next month. Gaia encouraged to look at the proposed language and also look at the current language to see which is preferred.

Committee Proposal – Jaime handed out his proposal; he will also email it out. He wanted to start the discussion about participation in committees, so he put the information from an email thread into the document that he handed out. Eventually, information will go onto the website so that interested member-owners could find out about committees. The current policy language states that any member can be on

committees but other language seems to conflict because it requires board appointment to committees. Please send feedback to Jaime.

Looking Ahead & Task List –

Committee assignments made next month, we will vote on the policy reboot (comments need to be sent to Keegan; Patti will send a reminder). Jaime’s committee proposal will also be voted upon. We moved to July the process of reviewing CDS contract/exploring other options. The L.1 Treatment of Members report will be approved.

Ann will send out vision statement, contact church to see what they can accept as far as donations go. Patti needs to send out conflict of interest forms, send minutes and the new policy to Angie for the website. Angie will see that there are not hyperlinks on the website (to avoid spam email) and will cause board member emails to be set up through the Google account. She and the management team will talk to NCGA about the audit. Keegan will upload a contact list to the Google drive. The Old Fourth Ward Association is having its annual neighborhood gathering on June 8th at St. Andrews. Please bring the name of a potential board member to the meeting.

Future Meetings— Gaia will not be at the next meeting. It is expected that Persephone will still be traveling and not available. Patti also likely cannot attend.

Meeting Evaluation—

- Welcomed Jeremy
- Thanked Jaime, Leah, Christine for their reports
- Great first real board meeting
- Only about 20 minutes over time, getting better at reining things in
- Making progress, seems to be renewed energy levels
- Emails were a little confusing, maybe put “non-board meeting related” in subject lines to help sort things out
- Great to have a successful election
- Keep between meeting communication as effective as it is during meetings

Executive Session – Ann moved to go into Executive Session to discuss GM Search, Jaime seconded and the motion carried 7-0.

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

Respectfully submitted,

Keegan Rodgers, Board Secretary