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Board of Directors Meeting Minutes – June 21, 2017

Location: St. Andrew's Church, Division Street

Attendance

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

Angie Voiles, Interim General Manager
Christine Laing, Finance Manager
Lori Crall, Wellness Manager, Front End Manager
Susan Landauer, Human Resources Director
Kristina Weber, Bookkeeper
John Rasmussen, Member-Owner

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

Agenda Review – None.

Member Comments – None. John Rasmussen spoke about a proposal that he has in to the East Lansing co-op, which closed and sold their building in June. John stated the he was part of the 1991/1992 decision to close the Packard store and was involved in negotiations for our current space. He is seeking to serve on our finance committee. John will email Ann to request time on next month's agenda.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Please sign and send your Conflict of Interest forms to Keegan. Patti put them on the Google drive to either print and bring in hard copies or else scan and send to Keegan. Patti will send a reminder to people to please take care of this matter as soon as possible. Keegan announced his house warming party on July 8. Ann reported that she contacted St. Andrews Church and they suggested that the co-op donate something to their breakfast program. On behalf of the co-op, Angie made a donation of fresh fruit and individual yogurts. Angie announced that she will be on the NCGA conference in mid-July, which will mean that she will not be at the July meeting. Angie also asked about the July reporting, which is on GM Succession. Her plan is to make a succession plan, but in her narrative point out that when a permanent GM accepts the position then that person should make his or her own plan.

After some discussion, the board decided to move the July board meeting to July 26th. Gaia will be out of town and not able to phone in. Jaime will be out of town but will call in. It is uncertain whether Persephone will be back in town. The Finance Committee will still be on July 11th at 6pm in the basement of the co-op.

Ann mentioned that a number of petitioners have been standing outside the co-op. In fairness to the *Groundcover* folks and Eden Foods petitioners, we should ask these folks to move. Angie said that someone consistently does ask them to move; Christine clarified that the public sidewalk is where the parking meters are, not in that area directly in front of the doors.

Committee Assignments – GM Evaluation ~ Ann (chair), Bruce, Leah, Jaime
Devo Committee ~ Keegan, Jaime, Persephone
Linkage ~ Jaime (chair), Gaia, Jeremy, Keegan, Persephone
Nominations ~ Ann, Bruce, Jeremy
King Award ~ Leah (chair) (plus community members)
Finance ~ Bruce (chair), Gaia

Jeremy moved to approve the above, Leah seconded, and the motion carried 6-0.

(The reason the vote only records six votes is because Gaia said that the rule is that voting can happen if the communication is satisfactory. While Gaia is happy to participate, he said that he does not feel comfortable voting and therefore did not vote on the above motion.)

For community members/member-owners to be on the committees, the chair must make those appointments. Bruce said that he wants John Rasmussen on the committee. He noted that Matthew Graff attends sometimes as does the GM/Interim GM.

Consent Agenda – The May minutes and L.1 Treatment of Members were on the consent agenda. Angie explained that it was an April report but that was the “working session” meeting, and then the report got in a little bit late last month; therefore, we are looking at it this month.

Ann expressed concern that our database of members is likely not accurate, and she is unsure how to proceed with that. The policy says you should not fail to maintain a database. We do have one, but likely is not current (out of date phone numbers, etc.), Kristina said that she goes through the database to inactivate members who are not current, we have bad information for, etc.

This brought on a discussion about how to deal with the membership database. Ann likened the situation to the library cards being suspended after two years; the library makes you come in and verify that you are still a resident before you can check out more books. That could be one model we use. Angie opined that we do want updated member-owner information but from a customer service viewpoint, it could be a burden if they feel harangued about updating their information. Ann suggested that cashiers gently remind customers to update their information either then or the next time they are in the store. People can be flagged through the POS system to update their information. A big concern is quorum and how it is determined based on total members.

Gaia proposed that the Linkage Committee take up the role of the membership database, Keegan seconded. Discussion: Linkage will bring something back to the board; Bruce reminded that if it involves financial issues, it also has to go through the Finance Committee. The motion passed 6-0.

Keegan addressed L.1.9 regarding volunteer issues. There are classes for member-owners, but there have not been any events for people to come and volunteer at. He feels we are out of compliance with L.1.9.

The L.1. report was pulled from the Consent Agenda to be voted on separately. Keegan moved to accept it as written, but noted that parts of it were not in compliance. Bruce seconded. When a vote was called, Jaime and Bruce expressed some confusion. Jaime suggested that the report be resubmitted with the new information brought up by Keegan. Angie said that she can report noncompliance with certain elements. The motion was withdrawn. A new motion was made by Keegan to resubmit the report next month, seconded by Jeremy, and that motion carried 6-0.

Ann proposed and Keegan seconded that we accept the May minutes. The motion passed 6-0.

Interim GM Report – Postcard coupons were sent out this week. Angie has not yet received the formal audit information from the NCGA but will share it as soon as she gets it. Bruce complimented Angie on the report; she thanked her department managers for their excellent reporting.

Jaime had a question about how the labor-management meeting went. Angie thought it went well. Everyone is getting used to the new set up as it gets established. These meetings will occur on a quarterly basis.

Treasurer's Report – Bruce thanked Christine and Kristina for getting the information to him in a timely manner. Meetings will continue to be on the Tuesday before the board meeting at 6pm in the co-op basement; Bruce will publish a schedule of these. Down about \$5600 in April; for the quarter, it was a \$20,000 loss. In 2016 at this time, the loss for the quarter was \$26,000.

Next month will be a report for May, said Christine. When the new GM comes aboard, Bruce wants to establish a new budget and talk about what sorts of reports we want each month/each quarter.

At this point, Ann moved to remove the GM Search Committee item from the agenda and instead go to Executive Session, Bruce seconded and the motion carried 6-0.

Ends Reboot – Keegan announced that Ann and Patti were the only ones to comment on the policy reboot. There was a lot of discussion around point four, which stated that the co-op would create space that is a thriving anti-racist / anti-oppressive community.

Jaime said that he would prefer the wording be pro-inclusion rather than anti-bigotry. Keegan said he understood that but would like to take a strong stand against bigotry, discrimination, etc. He borrowed language from the Kalamazoo co-op, which has done a great job in fighting discrimination.

Keegan proposed the new policy language as suggested with the addition of the word “anti-bigotry”. Before there was a second, Jeremy asked how this would affect someone who is boycotting something—could they say they are being discriminated against? Ann explained that the Ends policies are our values statement; Gaia said Ends are the ongoing, physical statements of what we strive to achieve on an ongoing basis. Jaime asked if others were concerned about having positive language.

There were some concerns that the “anti-racist” language was a bit harsh. Some felt that there is a bit of a slippery slope with the alt-right and “by any means necessary” groups. Given some history of certain groups, there was a concern that the term “anti-racist” could be interpreted as endorsing violence towards other groups. It was suggested that the language change to say something like the co-op will create a space that is inclusive or that the co-op will create an organization and community space that allows us to collaborate as one human family. However, it was questioned as to whether this could be easily quantified and assessed for the GM report? To that question, Keegan suggested asking Chris Dilly at the Kalamazoo co-op and see how he is reporting on it; they have had this policy for about three years.

The board agreed with everything except #4. The concern is with the word “anti”, which is a negative. Bruce said his concern is that “anti-racist” is a trigger word used by militant leftist groups. Ann agreed in the sense that the conservative side of Ann Arbor feels that the liberal side of Ann Arbor doesn’t give them entrée so if we are going to use these kinds of words, then we need to be aware of not turning off a group of people who might already think we are the “hippie store” and this may be too political for them. Gaia opined that doing anti-racist work is hard and people feel beat up trying to do that work, and part of the reason for that is how intense and difficult it is and that the right answer is trying to figure out a way of doing anti-racist work that is as gentle as possible on all of this. Jaime recalled that when the KKK came to town in 1996, he went to peacefully show his disagreement but allow them to speak; there was another group who wanted to stop the KKK from speaking, threw rocks, lots of damage done, people beat up, arrested, pepper sprayed. People get turned off from the militancy that has been associated with the words “anti-racist”. There was concern that others might be triggered if they have that perception; instead, we could gently get people to understand the type of organization we are rather by demonstrating in our actions rather than words that may be triggering.

Angie expressed some concern in how to report/prove compliance in showing that we are anti-racist. There are no metrics that she can pull, so would have to say that we strive to be anti-racist in spirit. Keegan pointed out that rewriting policies and the application to be more inclusive would be a metric.

Some other suggested language included words along the lines that we strive to remove racism, oppression, and bigotry, providing an inclusive and supporting environment or that we will not participate in racism regarding anything in our control/purview.

Leah suggested a separate committee to address the language in point four. Keegan will send out email to see who wants to work on this subcommittee.

Committee Proposal – Jaime offered proposed language for the website that would go up with a link about how to join a committee. This will serve to connect the policies and bylaws with the committees.

Bruce questioned if committees decide if someone can be on a committee or whether committee members have to be approved by the board. Earlier in the meeting, it was said that it's up to the chair to appoint.

There is some confusion in the policies and someone asked if we need a bylaw change that says committee charters are the final word on committees. Pros and cons to this—a bylaw change is costly and difficult but bylaw changes also get the voters out.

Ann proposed that we get Persephone on this when she returns. She will talk to her about this.

Looking Ahead & Task List – Please print Conflict of Interest forms as soon as possible, Angie will draft a new L.1. report to vote on for next month. Keegan will send out email about reboot for Ends policy, see who wants to meet to be on the subcommittee. Ann will meet with Persephone to discuss the committee proposal drafted by Jaime. (Jaime will resend the proposal out to board members). Patti will send out committee charters so chairs can review them. Regularly scheduled items for July include the L.5 Emergency Succession report, planning and discussing the board retreat, approving committee charters (every chair should review the charter and bring it for approval next month), the board will start the process of reviewing the CDS contract if it deems necessary.

Future Meetings— July 26 is the next scheduled meeting (changed from usual third Wednesday). Someone needs to notify the church!

Meeting Evaluation—

- Did a good job of staying on time
- Meeting did highlight that we lapsed on some things
- Surprised that we don't hear more from staff, agenda order
- Thanks to Christine for the reports
- Good job of staying on task
- Happy to see John Rasmussen on the finance committee
- Short and sweet finance section
- Appreciate our conversations, for some items it is okay to go over time
- Surprised at how well it went with the call in from Gaia—went very well, thanked Gaia for being willing to call in
- A little behind on board matters because of time spent in GM search
- Couldn't catch all of it but hopefully input was useful

Executive Session – Ann moved to go into Executive Session to discuss GM Search, Jaime seconded and the motion carried 6-0.

Adjournment – Ann adjourned the board meeting at 8:16pm.

Respectfully submitted,

Keegan Rodgers, Board Secretary