

Agenda Review
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CDS Contract Renewal
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BREAK 5 minutes
Vision Exercise
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Board of Directors Meeting Minutes – December 20, 2017

Location: St. Andrew's Church, Division Street

Attendance

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

Also attending:

Angie Voiles, Grocery Manager

Luke Schell, Consultant

David Hall, Outreach and Education Coordinator

Susan Landauer, Human Resources Director

Kristina Weber, Bookkeeper

Christine Laing, Finance

Michael Jenrich, Member-Owner

Patti Smith, Board Administrator taking minutes

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

Agenda Review – No changes to the agenda.

Member Comments – Member-Owner Michael Jenrich appeared to discuss the accident he experienced at the salad bar in September. He shared his concerns about the salad bar; it is difficult for tall people to reach the items. He questioned the process about how the salad bar was purchased in the first place. Creating a safe environment for staff and customers falls within the purview of the Board and therefore he attended to share these concerns. He is extremely concerned about the safety for staff and other customers. Bruce explained that the board would have approved funds for the purchase but the actual purchase was done by the GM.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Jaime reported that the Linkage Committee confirmed a date and location for the annual meeting. It will be on April 26 at Kerrytown Concert House. There will be a survey to determine member interests. Linkage will also discuss having social media for the board to better communicate with member owners. Posters for the call for candidates will go up tomorrow.

Consent Agenda – The only item on the Consent Agenda was the November minutes. There was a typo on the second page (an extra "by"), which will be removed. Leah moved to accept the Consent Agenda, Keegan seconded and the motion carried 7-0.

CDS Contract Renewal – The contract is the same as the one last year, Ann reported. The annual fee is \$6,890 (invoiced quarterly). Bruce spoke in favor of renewing the contract. Keegan expressed concerns that the information gleaned from the monthly phone call with Jade is not disseminated. Jaime proposed that the board require a monthly report with information from this call. Persephone expressed a desire to learn more about CDS’ services. Leah suggested putting a short “CDS check in” into the agenda on a quarterly basis; Patti will do this. The above discussed issues were not included in the motion and not voted upon; the only thing voted upon was to renew the contract. Ann moved to renew the CDS contract for 2018, Bruce seconded and the motion carried 7-0.

Interim GM Report – In answer to a question about the café situation, Angie clarified the situation with the café, which is that it is not fully staffed at this time. Bulk food is also understaffed; she discussed the current situation with the department. She also reported that a meeting was held between department heads and Luke. Angie reported satisfaction with the finance reporting system/weekly reports, particularly the graphs.

Treasurer’s Report/Financials/Finance Committee/Leases – Bruce reported on the most recent Finance Committee meeting. The store earned over \$5,000 in October; the November sales report is also promising. Bruce expressed concern that sales have been flat the past few years but are down a bit this year which is concerning. Luke reported that he is looking into the building leases. In answer to a question, Christine explained the cash flow is not negative, equipment is depreciating. There was a discussion about decisions to make repairs vs. buying new equipment. Luke recommended doing a capital improvement budget every year, putting in what we know will need replacing plus some contingency funds. He also recommended keeping track of computers so that there isn’t a large expense if they all need replacing at once.

Audit – Bruce reported that Wegner is going to do a 2018 audit; it will be done in the first quarter of 2019. Wegner requested that the co-op sign the letter to secure the review of 2017; per the bylaws, the treasurer signs the letter. An observed count will be done at the end of 2018 but not in 2017, Bruce reported.

Election Business – As reported above, the date of the annual meeting will be April 26th at the Kerrytown Concert House. The elections have been announced and materials are ready; applications to be on the board are due on January 15. Persephone will reach out to like minded groups to recruit board candidates. Bylaw changes must be brought within a month; the possible bylaw change that has been discussed is the change of quorum. In the past, there were meetings to discuss this issue but there was a mixed decision. A straw poll showed the majority of the board would like to revisit this issue. Gaia mentioned that a patient could possibly run for the board and thus he may have a conflict of interest in the future should that happen.

Consultant Comments – Ann moved to have an executive session at the end of the meeting so that Luke and the board can discuss operational issues. Bruce seconded. The motion carried 7-0.

Visioning – Ann and Luke are working on visioning for the new year.

Reboot – Keegan and Patti have met and are getting archives and other information arranged. Patti will get the sign-up sheets to Keegan for policy reboots.

Looking Ahead & Task List – Patti will send November minutes to Luke to get onto the website, add CDS quarterly check in to agenda, and send policy sign ups to the board to arrange. Jaime suggested that the board retreat minutes be posted online also. Bylaw changes will also be investigated by Ann. Nomination committee has to review candidate applications. Patti will also drop off a history book for Luke.

Future Meetings— Next meeting is January 17.

Meeting Evaluation—

- Nice to be here, welcome to Luke and thank you Angie
- Appreciated commentary from Angie, Christine and Luke regarding financial issues.
- Very excited that Luke is here
- Great to talk finance and explain financial matters
- Thanks for bringing Luke on board
- Appreciate working with Angie and the board
- Glad Luke is here; enjoyed working with Angie
- Confident in future
- Ready to make some changes and move forward
- Big thank you to Angie
- Great energy, confident in moving forward
- Timing for the meetings can be tricky because there is so much to discuss
- Great momentum and looking forward to great things ahead

Adjournment – Ann adjourned the board meeting at 8:17.

Respectfully submitted,

Keegan Rodgers, Board Secretary