

Item Title

Agenda Review

Member Comments

Announcements/Future Scanning/President's Report

Consent Agenda: Minutes from December

GM Executive Summary

L. 8 Communication and Support to the Board

Ends Report and Interpretation by the Board

BREAK 5 minutes

Board Elections: Candidates

Appoint New Board Director

Linkage Committee

Executive Summary Remodel/Relocation Guide Discussion

Board Strategic Planning Meeting Recommendations Discussion

Task List Review/Future Meeting Date

Board of Directors Meeting Minutes – January 17, 2018

Location: St. Andrew's Church, Division Street

Attendance

Board Members: Ann Sprunger (president), Bruce Curtis (treasurer), Leah Hagamen (board member), Gaia Kile (board member), Jaime Magiera (vice-president), Steve Rich (board member, arriving late), Persephone Hernandez-Vogt (board member)

Also attending:

Angie Voiles, Grocery Manager

Luke Schell, Consultant

Lori Crall, Front End Manager

Christine Laing, Finance Manager

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

Agenda Review – No changes to the agenda but Jaime requested an executive session for operational matters. Ann seconded and the motion passed unanimously. Ann added a short discussion about the staff party.

Member Comments – None.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Angie reported that she and Persephone had talked about setting up times for the board to come in and help bag; the best day would be any time on Wednesdays. Jaime spoke to a woman named Judy who said that she had emailed the co-op several times and not received a response so Jaime gave her his email to address her concerns. Ann spoke with Jade on Monday about staff being on the board and how long fired employees would have to wait before they could run for the board (or if they could run for the board). Jade also advised rethinking the role of the treasurer's responsibilities and to have a succession plan for the next president. Ann explained that she cut back on verbal financial reports this month because detailed reports have been sent out by Christine; there will be a verbose discussion next month. Bylaw change language will be discussed in February.

Consent Agenda – Bruce moved to accept the consent agenda (December minutes). Jaime asked for a clarifying sentence that his proposal regarding a monthly report with details from the monthly phone call with CDS was not voted upon. Jaime re-motivated to accept the minutes with the understanding that a clarifying sentence would be included, Ann seconded and the motion carried unanimously.

GM Executive Summary— Luke explained that his document was to address concerns brought to him by the board. We are on schedule for all of the action plan items that were included in the report. Luke confirmed that there has been transparency at the store about these action items. Marketing plans are being focused upon; a marketing

manager position has been posted. Susan has been working on a calendar to arrange new staff and manager training as well as other events that need to happen around the co-op. Budget issues are almost complete. Luke is working with managers to set clear goals around sales and labor. Luke will make a presentation at the next meeting about the café, which has low sales and high labor costs.

Luke is also working on strategic plans, including equipment/fixtures, our leases (which are up in July 2019), whether we stay at our current location.

L.8 Communication and Support to the Board – Ann shared concerns that the board section on the website needs to be revamped and made easier to use. Angie is looking to revamp and update the website. Jaime suggested having a Word or plain text document that tracks the changes of bylaws and policies; there is software that will take the information directly from a document and put it on the website. Luke suggested looking at other co-op’s websites to see what information they include. Angie suggested having a better process for updating bylaws and policies and getting the information to the GM/webmaster. In the past, sometimes the board secretary has sent in the info while other times the board administrator has.

L.8.10 asked for a survey of the membership but there was only a small survey of customers, therefore Ann feels like it is not in compliance. A brief discussion about the history of surveys ensued; a full membership survey has not been conducted in years. Luke will send out more information and research about survey methods and timing of surveys. Angie clarified that she never received a request for survey, which is why she reported the way she did.

Ann moved to vote on whether the report was in compliance, Jaime seconded. Discussion: It was clarified that the noncompliance was not the fault of Angie or Luke. There is a difference between finding the co-op to be in compliance with the policy vs. whether the report itself is in compliance. Angie said that for example 8.6 provides for a mechanism to communicate—the mechanism does exist so she reported that as in compliance. Ann countered that if the mechanism is not working, then it is not compliant. Gaia said that this is where a reasonable interpretation comes into play—if the board wants a certain type of mechanism, then it should specify as such.

Jaime moved that the board vote to agree that the policy is not compliance, but by the next meeting we will have concrete steps to bring into compliance. Ann seconded the motion which carried 5-0-1 with Persephone abstaining.

Ends Report and Interpretation – Jaime asked if there are any metrics to show if carry out grocery services have increased. Angie said that there is only anecdotal evidence but it does show an increase in request for these services. Ann shared that Jade is concerned that many of our reports do not include supporting documentation. Angie shared that she has a GM reporting tool from CDS and that helps address that issue.

Discussions ensued about how to obtain objective data for ends policies. Luke strongly encouraged future use of the reporting tools from CDS.

Jaime proposed to accept the report as being in compliance with a look towards transitioning to a clearer reporting model. Ann seconded and the motion carried unanimously.

Board Policies -- CDS is recommending that we align the L policies to the CDS templates. Ann would like someone to go through these templates and compare to what we currently have. This is similar to what we are doing with our policy reboot; we just haven't included the L policies before. Gaia, Leah, and Persephone will look into this.

Staff Party – Ann proposed to follow Luke's guidance to offer the staff a set amount of money to plan a party. The previous amounts that were spent were unknown, so it was suggested that David Hall be contacted. Jaime seconded. The motion passed unanimously.

GM Search – The search committee will begin again. There was some discussion about who will be on the committee and the roles of our consultants was discussed. Board members who were on the committee before offered to be on again; Persephone will make as many meetings as she can.

Board Elections: Candidates/Appoint New Director– Ann reported that we need at least three candidates with a preference for six; right now, we only have two. Ann proposed extending the candidate application deadline by two weeks. Luke offered suggestions for recruiting. Names of potential candidates were suggested. There also ensued a discussion about having staff members on the board. Keegan's term ends April, 2019. One thought was to appoint a staff member and at the same time we could have a bylaw prohibiting staff from being on the board. If this passed, it would phase out staff members as board members.

Linkage Committee – Jaime reported that the committee met on January 7th and one idea was to query member-owners what they want to be included in the annual meeting. They could suggest agenda items as well as possible activities. Bruce brought up whether the idea was to be more of a party than a meeting or vice versa. Discussion about the theme and nature of the meeting ensued. Luke shared his experiences with other co-ops, including charging \$5.00 to attend but then giving a \$5.00 co-op gift card at the door. They also had a variety of vendors and food carts present, offering samples and food as well as beer and wine. Jaime expressed concern about charging a fee to come to a meeting where important business will be discussed.

Another idea was to contact member-owners after the annual meeting to get feedback from them in order to make improvements.

A third idea was to create social media accounts for the board to share news. This would share meeting announcements, committee opportunities, approved minutes, Board Matters information, etc. The Board Administrator could handle this.

Gaia clarified some of the ideas put forth by the Linkage Committee. Ann requested a concrete proposal for the ideas.

Jaime moved and Gaia seconded that we create a social media presence to help board foster transparency and member-owner participation, create Twitter and Facebook accounts that will have facts only for now such as meeting announcements, notification when the minutes have been posted, committee opportunities and that this will be considered part of the job of the board administrator. Discussion: Luke shared that in prior jobs, he had the marketing manager and Linkage committee meet in advance of the co-op meeting so that there was no question about who was responsible for what projects. Ann shared concerns that there is already a Facebook co-op page and it would make more sense to her to have Linkage have a connection with that page instead of creating its own separate page for the board. Jaime said that his reason for pursuing this avenue is that social media more gets to people as opposed to expecting people to look at a website. Also, Ann said, the Facebook page is a business page that has to pay to reach all of its people; how would this page differ? Jaime said that a non-business page could be set up to avoid that issue. Jaime clarified that Luke will be the person to do the posting for the time being. The motion carried unanimously.

Jaime proposed that the Linkage Committee Create web page listing committee names, a short one sentence synopsis of duties and a longer paragraph explaining the nature of the committee. Bruce seconded. Discussion: Leah clarified that this would include information about how to get on committees. The motion carried unanimously.

Gaia initiated a discussion about having a member-owner communication/community channel, such as a paper newsletter. This is something that will be explored and discussed, possibly at the annual meeting. He would like to create interest of member-owners to create a community/cooperative newsletter with advertisements. This would give member-owners a chance to volunteer.

Luke asked that we put on hold until there is a marketing manager, at which time the idea will be developed further. Jaime will reach out to Luke about this.

Executive Summary – Ann proposed to go into executive session for the purposes of discussing executive matters.

Looking Ahead & Task List – Someone needs to contact David Hall re: staff party. Angie will find out the deadline for the election newsletter. Luke will send out research on survey methods. Steps to address the noncompliant L.8 policy need to be drafted by Luke or Angie. The current L policies need to be compared to the CDS templates; this

will be done by Persephone, Gaia, and Leah. Linkage will work on social media presence and committee webpage. Everyone should continue to recruit for the board. Ann will work with Anne Evans to get job GM re-posted. Leah will meet with the King Committee. Next month will see reports on L2 and L7, as well as the L.4.10 quarterly report with narrative. Other things that do not need to be on the agenda but should be done are: Linkage ensure valid ballots, election/annual meeting info should be on the website, schedule ballot counting. Jaime confirmed that Linkage will focus on making sure people aren't voting twice, that we end evoting the day before, get the evoting in place, and encourage evoting over paper ballot.

Future Meetings— Next meeting is February 21. Persephone and Jaime will not be able to be present. Jaime can call in.

Meeting Evaluation—

- Thank you to Luke for his documentation and plans
- Luke has raised the bar for future GMs—very clear and understandable plans and how to move forward
- Frustrated
- Seeing “staff training” in Luke’s documents made her think that people started doing something one way and just passed it along as opposed to having formal structure/training
- Great to have a real professional to learn from and understand how a business is really run
- Can tell that staff is really open to Luke
- Meetings seem like we are getting more focused and clear direction
- Thank you for support on Linkage proposal
- Good meeting, very appreciative of Luke
- Need to work as a board and listen to each other to avoid making motion several times without a vote
- Nice to be appreciated

Adjournment – Ann adjourned the board meeting at 9:20.

Respectfully submitted,

Patricia Smith, Board Administrator acting as Board Secretary