

Start	End	Item	Time	Item Title	POLICY	WHO ?	ACTION	MAT'LS
6.30	6.32	A	2	Agenda Review	G4.1d/G7.4	All	Alignment	None
6.32	6.35	B	3	Member Comments	G9	All	Listen	None
6.35	6.40	C	5	Announcements/Future Scanning/President's Report	Board	All	Info share	None
6.40	6.45	D	5	Consent Agenda: Minutes from May	G.7.7	Leah	Approve	D1
6.45	6.50	E	5	Questions and Comments on GM Report	G.2.2,M.4	Angie	Questions, Comments	E1
6.50	7.00	F	10	Questions and Comments on Treasury and Finance Committee Reports	G.2.2,M.4	Christine, Angie	Questions, Comments	
				BREAK!				
7.05	7.10	G	5	Committee Assignments	Byalw 8.1	All	Assign	None
7.10	7.15	H	5	Retreat Planning	G.2.3, G.8.1	All	Plan	None
7.15	7.20	I	5	Vote on L and O policies	G.2.2,M.4	AdHoc	Vote	?
7.20	7.25	J	5	NCG DC Contract		Angie	Discuss	Item J1
7.25	7.30	K	5	Leadership Team Vision Statement		Angie	Listen, Discuss	Item K1
7.30	7.33	L	3	Task List Review/Future Meeting Date	G.1.4.,4.h	Patti/All	Review	None
7.33	7.38	M	5	Meeting Evaluation	G.1.4-5	All	Board Process	None

Board of Directors Meeting Minutes – June 20, 2018

Location: St. Andrew's Church, Division Street

Attendance

Board Members: Bruce Curtis (treasurer), Leah Hagamen (secretary), Gaia Kile (board member), Jaime Magiera (president), Steve Rich (board member)

Greg Upshur (board member), Amanda McCreless (board member)

Also attending:

Angie Voiles, General Manager

Christine Laing, Finance Manager

Call to order – Jaime called the meeting to order at 6:32pm.

Agenda Review – There were no additions or changes to the agenda.

Member Comments – None.

Announcements, Info-Sharing, Future Scanning, President's Remarks – The best day for the mini board retreat is next Wednesday, June 27 from 7:00-9:00pm. Jaime will announce the location soon. Topics may include visioning, board participation, linkage with the community. The board will continue to have mini retreats every few months. David Hall is organizing a permaculture conference on June 30th starting at 7:30 am at Sunward Cohousing.

The board shares its condolences on the death of Liz Dahl Macgregor, an active member of the community especially around food and co-op issues.

Jaime continues to transition into the president's role via meetings with Angie and talks with Jade.

Consent Agenda – The only thing on the consent agenda was the minutes from May which had some small corrections: under GM report, new grocery manager started (not front end manager). Steve motion to accept, Leah seconded, and the motion carried unanimously.

GM Report – Jaime opened the floor for questions about the report. Angie indicated that she drafted a notice about the security cameras. Gaia suggested waiting until more board members are present to discuss policies around this issue. This matter will be discussed in July.

Angie responded to a question about the costs for a new dish pit. The matter required immediate attention; costs were in line with what she expected. She also discussed some new aisle/product arrangements in the store. Bruce inquired about how flash sales are planned; Angie explained the procedures for planned and flash sales. Bruce clarified one of the line items on the Wegner CPA report. There was a theoretical income tax savings of about \$36,000 based on assumed future earnings; this reduced the overall loss amount from 2017.

Treasurer's Report, Finance Committee Report, Financial Conditions – Bruce reported on the finance committee meeting. Carol Collins will write minutes for future meetings. Angie generated a weekly sales report from one week in early June. Bruce had some questions about the budgeted/actual labor costs that were indicated. The weekly sales report is a snapshot of what is happening in a given week but is not as accurate as the reports that Christine will generate quarterly. The finance committee will put together a narrative to help board members understand why the weekly reports will differ from the quarterly reports.

The issue of membership fees and discounts will be discussed in executive session; it is the opinion of the committee that these matters should be discussed monthly until they are resolved.

Steve is interested in seeing a history of expenses and costs. Christine has some of the data; additionally, NCG will also put together a document for co-ops highlighting nine financial metrics.

Committee Assignments – Raney (per an email sent to Jaime) is interested in Linkage and Nominations or Development. Committee assignments are as follows: GM Evaluation is Bruce, Leah and Jaime; Development is Jaime, Persephone and Gaia; Linkage is Raney, Gaia, Steve and Persephone (chair); Nominations is Bruce, Raney and Amanda; Ken King Award is Leah (chair) and community members, Finance is Bruce (chair), Steve, Greg, Christine, Kristina, and Carol Collins.

Jaime and Angie will meet to discuss having virtual attendance at committee meetings. Gaia moved to accept the committee nominations as stated above with the understanding that other board members may join the committees at a later date, Bruce seconded, and the motion carried 5-0.

Bruce noted that the Policy Revision ad-hoc committee will also need new members.

The diversity/anti-racism ad-hoc committee also needs to be discussed when Persephone returns. Bruce is willing to work on this.

Retreat Planning – Jaime and Jade are continuing to discuss a bigger board retreat for late October or early November. He will confirm Jade's availability and report back to the board.

Vote on L and O Policies – Steve moved to accept the proposed policies, Gaia seconded, and the motion carried 5-0. Leah will send the new policies to Ken for the website.

Gaia opined that the board should move through the rest of the policies quickly by staffing the committee with board members who are familiar with the process. G.8-G.14 and the second half of the L policies remain to be done. Gaia, Leah, and Jaime will be on this committee.

NCG Contract with David Blackburn – Angie confirmed that she is satisfied with the contract and willing to go forward with it as is. The broad premise behind this is to look at the feasibility of future plans and trajectories for the co-op. Bruce moved to accept the contract as written, Steve seconded, and the motion carried 5-0.

Leadership Team Vision Statement – This statement was a suggestion of David Blackburn as a way to share the vision and benchmarks along the way to achieving the vision. The leadership team is consisted of Lori (Health and Wellness), Angie, Keegan (Baked/Prepared Goods), Susan (HR), Christine (Finance), Erin (Produce), Troy (Grocery), Ken (Marketing), and Carol Collins.

Jaime suggested that the group add “mass transit” to the second item; Angie confirmed.

Looking Ahead & Task List – Discuss issue of policies regarding video surveillance/ security cameras in July, the finance committee will put together a narrative to help board members understand why the weekly reports will differ from the quarterly reports, Jaime will get back to the board with retreat dates per Jade’s schedule, Leah will send the new policies to Ken for the website, the policy revision ad hoc committee will meet, the Development Committee will orient new board members.

Future Meetings – The next meeting is July 18. Gaia and Raney will not be present.

Meeting Evaluation –

- Thanked Patti for her service
- Good meeting, a little behind schedule and agenda but stayed on task
- Happy to talk more about finance matters
- Had a great seven years as board administrator
- Meeting felt very efficient
- Appreciated the leadership team vision statement
- Appreciates Jaime jumping in
- Not convinced we are spending enough time talking about big issues with proper sense of urgency
- More involvement outside of meetings is important
- Concerned about potential for lackadaisical participation
- Need to do homework outside of the board meeting, especially would like finance committee documents
- Also helpful to ask operational questions directly to appropriate staff

Executive Session – Jaime moved to go into executive session to discuss board participant matters, Bruce seconded, and the motion carried 5-0. Jaime moved to go into executive session to discuss co-op staff, Steve seconded, and the motion carried 5-0. Jaime moved to go into

executive session to discuss financial matters of the co-op, Leah seconded, and the motion carried 5-0.

Adjournment – Jaime adjourned the board meeting at 8:27.

Respectfully submitted,

Patricia Smith, Board Administrator acting as Board Secretary