

Board of Directors Meeting  
**Monday, Sept 20 , 2021** via Zoom  
Facilitator:Victoria Birkbeck | Minutes: Gretchen Johnson

**Directors:** Victoria Birkbeck, Peter Frank, Mike Strode, Whytnee Bush, Troy Martin, Brock Auerbach-Lynn. **Owners:** l'Talia McCarthy, Jaclyn Navarro, Gretchen Johnson

**6:04 Opening**

Director Check In:What's something fun you did this summer?

**6:13 Meeting Agenda**

- Resignation from R. Montoya to be noted.
- No report from the Finance Committee; short discussion instead.
- B.Auerbach-Lynn proposes to accept the agenda as written; all in favor.

**6:16 Owner Comments (M. Strode)**

None.

**6:19 Operations Report and Q&A (I. McCarthy)**

- I. McCarthy: Union issues have been resolved; settled and signed documents; still trying to settle over one arbitration issue. Will communicate resolution with ownership once documents are signed. Amy from NCG will be in store every Tuesday and Wednesday to help with turnaround issues.
- P. Frank inquired about sales. I. McCarthy: Supplies from UNFI are still a big problem. Sales have been trending 110/week in September.
- W. Bush inquired about relationships with local vendors. I. McCarthy: Prioritizing those relationships and they have been improving.
- T. Martin asked about source verification for October sales in the first paragraph, and how the cheese department update is going. I. McCarthy: N. McClelland verifies numbers. Cheese update is good; only department that has not seen dip in sales.
- M. Strode requested that sales targets be included in the operations report.
- V. Birkbeck pointed out that numbers for share withdrawal make no sense. I. McCarthy: N. McClelland input those numbers; will ask her and update if necessary.
- V. Birkbeck proposes to accept the report as written, except for the incorrect share withdrawal number; all in favor.

**6:36 B9: GM Succession (M. Strode)**

- All read the report: yes for all. Operational definition reasonable: yes for all. Adequate data to determine compliance: yes for all.

- Feedback prior to compliance: I. McCarthy prefers to share tasks/responsibilities among the store leadership team so that everyone knows how to do what she does. Can take a long time to adequately train everyone; will reach out to Columinate and use Amy while she is in the store. Discussion among board members about board's involvement in creating succession plan: recommended that board have official preparedness plan. According to B9, it's IM's responsibility to create a plan, but would like to do it in partnership with the board. No action necessary now, but IM will link job descriptions for store managers and provide org chart; trying to educate managers more around board governance. Board will flag things to include in the crisis plan, and include this topic in board self-reflection.
- M. Strode proposes to accept the report; all in favor.

#### 6:53 **Board Monitoring: CI Governing Style** (M. Strode)

- All read the report and reflected: yes for all.
- Initial comments: P. Frank thinks new board members and staff need anti-racist training.V. Birkbeck notes that this year has entailed a lot inward focus and is looking forward to shifting focus outward. M. Strode would like to cultivate a culture of board responsibility.
- M. Strode proposes to accept compliance: all in favor.

#### 6:58 **Annual Meeting 2021** (V. Birkbeck)

- Cannot yet approve candidate slate; will do it next month. Currently have 3 candidates. New deadline October 10th for candidates. Candidate Q&A forum. W. Bush and V. Birkbeck have done outreach. Invite candidates to farmers' market (Oct. 17th).
- Check in about officer nominations: done after elections but check in beforehand to see if current experienced board members are willing to continue in their roles (yes for all).
- Discussion around attracting new directors: incentives for time (store discount, building a pipeline).
- Hosting annual meeting: V. Birkbeck shared a planning document; same agenda as last year. Discussion of roles (B. Auerbach-Lynn to host; G. Johnson take minutes; M. Strode tech support/recording/help with director videos; T. Martin manages chat).
- Discussion of theme/big questions: How has DPFC been a support for you this year? Vision for DPFC 2030. Ground in the now & ground in the future. How is the coop growing. I. McCarthy would like to ask some operational questions: Which products owners like to see/how to improve. How to meet people where they are, clarify where they get info about DPFC from.
- Discussion around owner attendance of meeting: Proof of attendance gets you a store discount; discount for targeted department. Universal sale: stock up on snacks for the annual meeting? Or focus incentive on board voting tickets and do a raffle midpoint at the actual meeting. Pitch more owner involvement during the presidential address. Likely to be smaller attendance, active opportunity to pitch owner attendance as an opportunity to shape the coop.
- Will continue working on Google doc over Slack.

#### 7:42 **Approvals**

- No finance report, but P. Frank gave an overview of bridge loan: 7-month short term \$300,000 loan. Waiting to receive tax credits; just don't know when they'll arrive (other coops facing

similar issues). Must pay back the loan within 15 days of receiving tax credit. Still waiting on the tax form from Paylocity that will trigger a 6 month period for payment of tax credit. Terms of loan state that there must be very frequent & detailed reporting (whole story inventory every month). Posted term sheet on Slack for board, have to present resolution to board before Oct. 28th. Shared Capital is saving us: a lot of people rooting for coop's success!

- B.Auerbach-Lynn proposes to approve approvals; all in favor.

### **7:53 Upcoming Items, Next Agenda**

- GM monitoring: Global Ends in October.
- No board monitoring.
- Annual meeting.
- Approval of 2021-2022 board calendar.
- Submit bylaw amendments to ballot.
- Move candidate slate approval to October meeting.
- V. Birkbeck requested I. McCarthy cc board on communications with loan provider; she will include it in packet.

### **7:58 Meeting Assessment**

- V. Birkbeck: Always good to remember to ping facilitator.
- B.Auerbach-Lynn: Good meeting, excited for the annual meeting.
- P. Frank: Good; was scared about this meeting, but everyone is still solution-oriented and working hard.
- T. Martin: Good, strategic & visionary meeting, glad to have y'all!
- M. Strode: Conscious and aware of V. Birkbeck's time management, lots of important discussions.
- W. Bush: Grateful to G. Johnson and V. Birkbeck stepping up to manage the meeting, looks forward to seeing everyone every month and appreciates all of you!
- I. McCarthy: Will make a cheese board for our 1st in-person meeting!

### **8:02 Adjourned.**