

Board of Directors Meeting
Monday, May 18, 2020 via Zoom
Facilitator: Ally Young | Minutes: Gretchen Johnson

Directors: Peter Frank, Tatum Evans, Mike Strode, Ally Young, Celeste Levitz-Jones, Rebecca Williams.

Owners: l'Talia McCarthy, Robert Curtis, Marelyn Garcia, Nancy McClelland, Gretchen Johnson, Victoria Birkbeck, Teresa Meza, Michael Pusy, Robin Potter, Johanna Vargas, Jacey Norris, Claire Pentecost, Paul Williams, Suzanna Boelter, Erica Staley, Kat Henry, Abraham Scarr, Leigh Kelsey, Sean Shatto, Jessico Dickerson, Carter O'Brien, Erin Libby, Rosie Fitz, Josh Levin, Lisa Weiczorek, Jon Quinn, Marelyn Cole, Caroline Campbell, Sandra Kofler. **Guest:** Lis Harvey.

6:01 Opening (Ally)

Director introductions

6:06 Meeting Agenda (Celeste)

- MS proposes to adopt agenda as presented, all in favor.
- Adjustment at 6:57pm: 7min taken from executive session to accommodate owner comments.
- Adjustment at 8:30pm: GMED Committee 6mo review item moved to separate meeting, TBD.

6:07 Approvals (Ally)

- PF proposes to file April meeting minutes, all in favor. Note: board held two emergency meetings, 4/13 and 4/15, minutes will be filed in June.
- CLJ proposes to approve all new owners (31) and equity repurchase requests (5), all in favor.
- PF proposes to accept GMED Committee report, all in favor.
- TE proposes to accept Finance Committee report, all in favor.
- CLJ proposes to approve NCG Agreement, all in favor.

6:17 Operations Update (l'Talia)

- Overview of April: sales jump, larger basket sizes. Department updates, key indicators shared.
- Curbside pickup program growing, new online manager role. Mercato to launch in a few weeks.
- Deep clean of store, new pest control company, installing mobile sink for customer use.
- Departure of staff members for elective furloughs, medical reasons, marketing position opening.
- TE asked about number of new hires this month: 7. Total between 50-60 employees.
- Closure update:
 - Health inspector returned yesterday, passed with flying colors. Reports will be posted.
 - Still need to address leaky roof. IM will review lease.
 - IM fields questions from owners in attendance.
 - CLJ recognizes hard work of management team, vagaries of inspection process, structural issues.

6:48 **Monitoring: B6: Staff Treatment & Compensation** (Celeste)

- CLJ proposes not accepting report as written, requesting more comprehensive data, scheduling re-report for October. All in favor with abstention from AY.
- IM will file handbook agreements for all staff immediately.

6:57 **Owner Comments** (Mike)

- Nancy McClelland: suggests using meeting intro to share policy governance overview for benefit of owners attending for the first time.
- Paul Williams: reads prepared statement (to be emailed to board) signed by group of owners concerned about union representation.
- Jacey Norris: speaks in support of Paul's statement.
- Erin Libby: signs on to Paul's statement.
- Claire Pentecost: speaks in support of Paul's statement.
- Michael Pusy: speaks in support of Paul's statement.
- Marcelyn Cole: thanks board, support's Paul's statement, curious about grievance protocol and anti-oppression training, emphasises that even well-intentioned structures can cause harm.
- Leigh Kelsey: speaks in support of Paul's statement.
- Victoria Birkbeck: interested in filling board seat vacancy.
- Marelyn Garcia: seeking update on capital campaign.
- Robin Potter: speaks in support of Paul's statement. Labor lawyer, will consult, wants to see progressive approach, seeking information on bargaining date.
- Sandra Kofler: +1 to anti-oppression comments.
- Erica Staley: speaks in support of Paul's statement.
- Josh Levin: requests more owner communication.

CLJ responds: waiting for resolution of open NLRB case to comment on union activity, RW highlighted board statement on union organizing. Cannot comment on personnel matters; management team is exploring anti-oppression trainings.

AY acknowledges difficulty with time constraints of board business meeting format. Interested in engaging in more open dialogue through owner forums. MS plugs Owner Linkage Committee.

7:20 **Governance Priorities** (Celeste)

Discussion of current and pressing work to map on to monitoring calendar. See outline filed in board drive for director perspectives. IM will report on BI for Q3 in June as well as B2, board will monitor C5 and C8.

8:04 **Board Perpetuation** (Celeste)

- Two vacant seats, application is live, RR seeks consensus on process.
- CLJ emphasises 1:1 conversations with interested owners, will schedule an off-cycle meeting for board to vote on appointments before June meeting.
- Input from directors: skillet / questions / other materials?
 - CLJ: financial literacy / committee expectations / conflict if interest, resume
 - PF: reflects diversity of community / community connections / resume
 - TE: will email RW
 - MS: storytelling / communication / connected to community
 - AY: second PF, MS
- Board mentor volunteers: Mike, Brian, Peter, Rebecca. AY will transfer knowledge.
- CLJ proposes 1 week window for final applications, May 25 and June 1 special meeting to vote, 6pm. All in favor.

8:20 **Monitoring Review: Executive Limitations**

- GMED Committee presented assessment of B policy reporting and compliance.
- No further questions from staff directors.

___ EXECUTIVE SESSION ___

8:30 **Financial Planning** (Celeste)

Conversation re: impacts of store closure, how to move forward. Notes filed in board drive.

9:10 Meeting adjourned.