

Board of Directors Meeting  
**Monday, November 17th 2022**  
6:03 PM Open | 7:29 PM Adjourn

**6:02 Opening**

- Attendance: Brock Auerbach-Lynn, Mike Strode, Whytnee Bush, Victoria Birkbeck, Nora Bryne, David Culpepper, Suzanne Keers, Troy Martin
- Staff: I'Talia McCarthy (GM), David Nobel, Alexis Figueroa, Jessico Dickerson
- Facilitator: Thane Joyal

Introduction Question: What's your favorite portion of the Thanksgiving meal?

**6:10 Meeting Agenda**

- I know that there is an updated version of the agenda. That's the one we will be using today and at the end of the meeting there is an executive session.
- Suzanne: I think we need to add the operations report back into the agenda and combine it with the turnaround report.
- Brock: Maybe we can add 5 to 10 minutes to do that.
- Do we approve the changes made to the agenda?  
\*Everyone thumbs up.

**6:12 Officer Board Nominations**

- We will now be moving into seating the board members
- Brock- President
- Victoria- Vice President
- Mike- Secretary
- Suzanne- Treasurer
- Victoria: I feel like we spoke about this last month and we all decided on Brock being president, myself being vice president, Suzanne being treasurer and Mike as secretary. I think if anybody else wants to throw their hat in the ring it's still available but if we like that plan, then we can just go for it.
- Everyone thumbs.

**6:15 Owner Comments**

- No owner comments.

**6:16 Operations Report and Turnaround Plan**

- Italia: doesn't have any questions for the operations report?
- Suzanne: I'm looking at the beginning of the operations report and the total store sales section, how does that relate to the three areas of sale on the scorecard?
- Italia: the scorecard only has the information on SMS on the operations report. It comes from QuickBooks. So the operations report is missing the Mercado sales. That's also a guest for Mercado, because it is taken before all the fees are taken out. We don't get the actual Mercado numbers until the end of the month.

- David: he needs based ownership and has been doing very well. We are gradually increasing our ownership front and have been doing a great job promoting ownership, especially needs based ownership. We are averaging about 38 new owners a month.
- Whytnee: I know we've had a tough time with vendor relationships, is it a matter of catching up with the bills or is it something more than needs to be done with those relationships?
- Italia: right now we have pretty good relationships with her vendors. Even the ones that we are behind with payments. We have a greed to pause until we catch up with those payments so that we are not screwing them over with the payments. We are in weekly communication with the vendors. Even though we are behind on payments, we have kept the relationships with the vendors by being honest and doing what we can .
- Mike: Is it clear that we are seeing all these new regulars in the crop of the needs-based ownership program? Do we have ways to gauge that?
- David C: I've noticed most of the people who sign up for anise based on our regular customers. I would say the majority of them are regulars.
- Italia: we can have Josh run a report and see how much they are spending and how regularly they are coming in.
- Brock: Do we have any idea when we will be getting the credit from UNFI?
- Italia: yes, we should be getting it within two weeks. It will go directly into our account through NCG and bill.com.
- Suzanne: Maybe we should spend a little bit more to fill the shelves because the last time I was in there were a lot of holes in the shelves. Is that something we can do?
- Italia: I can't spend money I don't have. Our main goal is to get current with all of our vendors. That's where we need to be to become a healthy store. That's why we have budgetary constraints and our managers aren't used to it but it's what we have to do to keep everything running at the moment. We definitely need more money for inventory.
- Whytnee: can we get an update on the marketing aspects of the turnaround plan?
- David: Scott and Steve didn't have a lot to add because most of the things they suggested were already in the works. They suggested some events in the café and we will be starting one in the winter. We will be having a holiday party on 18 December. I'm hoping to have more, we're doing something in February with Troy for Black History Month and we might do something for March for women's history month.
- Suzanne: David, can you take a look at the turnaround plan and add some things to the marketing section? It's very sparse. We need to keep that up-to-date.
- Brock: motion to approve the operations report?
- Thumbs?  
\*Everyone thumbs up.

#### 6:39 **Policy Monitoring- C5:Directors Code of Conduct**

- Has everyone had a chance to review this policy?
- Discuss C5
- Victoria motions to find C5 in compliance  
Thumbs?  
\*Everyone thumbs up.

#### 6:45 **B4: Ownership Rights, and Responsibilities**

- Thane, motions to accept B4 policy in compliance
- Do we accept as non compliant?
- Thumbs?

#### **6:57 Board Calendar Review**

- Italia and Suzanne will get together to discuss the B1 report. Board suggests an easier way to do this report. Possibly on a quarterly basis instead of monthly.
- Board discusses whether or not to continue owner forums.
- The owner comment section of the board meetings usually covers the same kind of things the owner forum covers, but on a more frequent basis. They were useful in the past, but they have started to become less useful. It might be wise to eliminate the owner for them all together. Not utilized much anymore. They are all for efficiency.
- Are there any plans to bring back the Brine? Not sure at the moment. Could be possible in the future.
- For discusses dates and times for the board retreat in January.

#### **7:20 Approvals**

- The annual meeting minutes are not a part of the packet. We will add them to the next packet.
- Nancy did make some small changes to the finance meeting minutes. She just added a couple of words here and there. That more official copy will go to the lenders.
- Does everyone approve the three meeting minutes in the packet?

#### **7:29 Move to Executive Session**