

Board of Directors Meeting
Wednesday, October 18, 2017

6:10pm open | 9:50pm adjourn
2746 N Milwaukee Ave

Directors: Claudia Richman, Norma Samame, David Glover, Ally Young(scribe), Brian Solem, Sean Shatto, Rebecca Reynolds, Ryan Palma. **Staff:** Sharon Hoyer. **Guests:** Tom Pierson(facilitator), Paula Gilbertson(NCG).

Call to Order & Check-in

Tom Pierson, Facilitator.

Owner Comments

Claudia Richman, Owner Liaison
Tom is proud of the staff.

Consent Agenda

Ally Young, Secretary
Approved: September Minutes, Committee Reports, GM Ops Report + Capital Campaign Update

Agenda Approval

Tom Pierson, Facilitator
Time added to executive session for briefing from Paula.
5min added to CBLD item for evaluation of benefits before contract renewal.

Consensus Decision-making

Brian Solem, VP

Proposal for the board to adopt "On Conflict and Consensus: A Handbook" as authoritative guide for formal consensus decision-making process.

Concern (Ryan): sustainability of education

Concern (Ally): consistent facilitation

Concern (Norma): make sure facilitators are trained in formal consensus

Passed with one abstention.

B7: Communication to the Board

Sean Shatto, President

B7.1 Accepted as compliant. Flagged for review.

B7.2 Accepted as compliant.

B7.3 Accepted as compliant. Flagged for review re: “relevant trends.”

B7.4 Accepted as compliant. Flagged for review: spirit is upheld by GM being present at mtgs and being empowered to participate, but might formal mechanism needed for GM to participate?

B7.5 Accepted as compliant.

B7.6 Accepted as compliant.

B10: Product Selection

Sean Shatto, President

B10 Accepted as compliant. Flagged: suggestion to strike policy, maintain control through the Ends.

Paula: Current level of detail is less common, prescriptive. >> see NCG’s preferred practice.

Policy originated pre-staff committee. GM voices redundancy with Ends. Rebecca agrees.

Ryan: would want guidelines in place. What’re ideals & philosophy of product selection? GM is responding to trends, etc. Store built on socially focused ideals, need to carry through.

Proposal: “GM shall not operate without Product Selection Guidelines that reflect the Ends policies.”

No decision, sent to policy committee for review.

D2: Accountability of the GM

Sean Shatto, President

D2.1 Flagged for review.

Does this sync up with the review process? Qualitative content around style/etc vs. results. How is information from 360 review considered? How does this relate to B6 policy?

Ryan: performance of org is beyond financial.

D2.2 In compliance.

Flagged for policy committee: what do we mean by organizational performance?

Sharon relays feedback from staff member about uncomfortable interaction with director re: product selection. Glad that this was brought up, one occurrence noted, should be addressed with individual director. (Important distinction: “as a board” = entire board, not singular members. Individual director role is outlined in code of conduct.)

D3: Delegation to the GM

Sean Shatto, President

Will be reviewed after exec session if time allows. >>> *D3.1, D3.32, D3.3 - in compliance.*

CBLD Program

Rebecca Reynolds

Should we continue with CBLD? Need answer in by Nov 30. Should new board discuss this? \$6800ish annually = 1hr/mo call + retreat + CBLD101 conference. 1 more call for 2mo remaining.

Claudia found retreat useful. CBLD101 helpful, too! Calls are a good sounding board. There is value in resource, we're taking good advantage.

GM voices support, especially with board turnover. Need support! Feeling confident about focus. Appreciated board/staff joint retreat.

Norma: 1 day training was good.

Decision: CBLD program renewed. Brian will draft report of key successes w/ CBLD.

Review of strategic planning chart. (Updates made online.)

Annual Meeting

Sean Shatto, President

Decision to adopt agenda with present edits.

Sharon will contact Sarah Kaplan for advisory on bylaw amendment to incorporate recent increase in equity cap in updated IL Cooperative Act.

Executive Session: Board Briefing

Paula Gilbertson, NCG

[Notes available to directors only.]

Closing

Ally Young, Secretary

November board meeting date is TBD to work around Thanksgiving holiday.

>> **Addition made 11/27/17: note decision to amend B1.5 and C6.6-2 policies.**