

Board of Directors Meeting
Monday, May 20, 2019
6:02pm opened | 8:37pm adjourned

Call to Order & Check-in

6:00pm, Rounds (BS)

Directors: Sean Shatto, Norma Samame, Celeste Levitz-Jones, Suzanne Keers, Ally Young, Rebecca Reynolds, Sendy Soto, George Langford, Brian Perea.

Owners: Brian Solem (facilitator), Gretchen Johnson (scribe), Jess Nimm (staff), Heather (new owner).

Staff: Miguel Silva (IGM)

Opening rounds question: what do we value in leadership?

Consent Agenda

6:13pm, Decision (GL)

- April meeting minutes filed.
- New owners and share repurchases approved.
- Finance Committee report + Treasurer notes from SS accepted.

Meeting Agenda

6:17pm, Decision (GL)

- Owner Linkage Committee charter draft pulled from the consent agenda for discussion. (5min)
- GM search discussion moved to executive session.
- 5 min added for clarification of organizational endorsements as discussed in April.

Owner Comments

6:19pm, Listening (GL)

- SS noted email received from Tatum on staff re: GM decision, that neither candidate is sufficient.
- GL is interested in owner-specific sales appearing on the receipt to make savings clearer.
- Jess Nimm asked that staff input be taken seriously; staff is concerned but trusts the board.
- Heather, new owner, shared how much she enjoys shopping at the co-op, voiced interest in getting more involved.

Owner Linkage Committee charter draft

6:30pm, Discussion (SK)

SK asks about precise purpose of committee and where owner recruitment efforts and capital campaign efforts fit. SS clarifies that Finance Committee owns the loan campaign, but that linking with owners is key to overall strategy. AY, NS, RR posed questions and expressed support for need to charter

committee. SS emphasized the urgency of approving charter. NS echoed concern over cited phrasing, understands urgency-- even more important in turbulent times to establish connections with owners, would like to move forward with activities. RR named need for re-draft, folks who want to be in committee should be involved. AY spoke to background of work, stemming from NS and SSo's B2 policy review on the board's role. SSo spoke to need of involving owners & staff members. AY, RR will help with charter revisions prior to passing.

Organizational endorsement:

6:35pm, Discussion (GL)

GL mentions including endorsements in packet to think about in advance. MS includes these in ops report from marketing dept. RR asked about policy (ie Ends, Community Responsibility), how would parameters would interpreted. AY said absence of those parameters was determined last month; still holds an open action item to submit advocacy guidelines for board review, similar to product selection guidelines. Current considerations include link to local food system, community connection, solidarity economy, and cooperative values alignment. AY will work with SSo on drafting advocacy guidelines.

Operations Report

6:52pm, Listening (MS)

April was busy, many challenges. AP clerk has transitioned out of role, admin assistant also out suddenly due to loss. Front end manager planned to leave 6/2, will stay until 6/7 to train new hire. New part-time designer on board in marketing department. NS asks about turnover in front end-- indicators that we should keep an eye on? MS says it was perfect storm of better job opportunities, taking care of family members, etc. Also assessing impact of entry level pay rate.

Sales high for April, Earth Day bulk sale contributed. Customer count decreased over prior month due to farmer's market, though it overall does increase foot traffic. SS asked about process for cross-promoting with farmer's market. AY shares friendly relationship on social media, encouraging folks to wrap up shopping at co-op, also planning to bring back signage program with "find my products 7-days a week at the co-op" distributed to market vendors. MS will send produce manager to check in on that.

Basket size dipped compared to prior month. Increase in sampling not effective as anticipated. SS asked about working with consultants on promo support. AY names primary basket-builder as being fully stocked, also cites efforts with existing programs like staff picks program, local producer profiles, regular deals cycles. Improvement needed with promotional planning and execution overall, and cross-merchandising within departments. Support available through NCG.

Ongoing struggle with check theft. Bank has recommended closing account and opening new one; will have to switch over everything that's on auto-pay. DPFC has not suffered any loss, working on resolving outstanding issues. Cash in bank is strong; trying to rein in spending. Waiting for report from Nancy. 9 new owners in April; still short of plan. Produce is only department that is reaching sales goal; grocery is

only slightly short. Taking into account idea from GM candidates to maybe put bonuses into play. Thinks deli has been over-projected, will be reevaluated for upcoming budget.

AY asked about status of NLRB case; MS said settlement was reached with list of employee contact info provided to the IWW. No fees incurred aside from lawyer.

AY asked about delay in financial info: was accountant aware of deadline? MS said that standard deadline (45 days from close) didn't line up with reporting deadline this time.

GM search: MS shares thoughts on both candidates as capable, with individual strengths/weaknesses.

EXECUTIVE SESSION

GM Hiring

6:57pm, Discussion (BS)

Full board discussion of current GM candidates, with facilitator and recorder present.

Action Items, June Agenda, Announcements

8:32m, Decision (AY)

Annual calendar:

- Annual Ownership Meeting set for Mon, Oct 28, 6-8pm @ Hairpin Arts Center
- CCMA conference: 5/6-8 @Durham, NC.
- Executive committee monthly CBLD call 6/10, 5:30pm.
- AY will update shared Google Calendar with existing annual calendar dates, loop in SSo.

June Meeting Agenda:

- GM Monitoring: MS will submit:
 - B1, Financial Condition for Q3 (due June 1)
 - B2, Planning and Budgeting
- Board Monitoring: RR & SSo will take on delayed reporting for:
 - C7, Board Committee Principles
 - C8, Governance Investment
- Scheduled items:
 - SS will submit FY-20 board budget for approval.

Announcements:

- LSNA Congress: Tue 5/21, 6-8pm @ Grace Church.
- *Sign outstanding confidentiality agreements, reminder to submit director bios*

8:37pm, meeting adjourned.