

Board of Directors Meeting
Monday, October 15, 2018
6:00pm open | 9:15pm adjourn

Call to Order & Check-in

6:01pm, Discussion

Directors: Tony Bezsylko (facilitator), Sean Shatto, Norma Samame, Celeste Levitz-Jones, Ally Young, Ed Corcoran, Rebecca Reynolds, George Langford, Claudia Richman.

Owners: Meghann Wilkinson (scribe), Tim Magner, Jessica Surma, Carla Ilten, Sendy Soto.

Rounds question: favorite fall activity.

Consent Agenda

6:05pm, Decision

- Approve September Meeting Minutes, p.2-11
- Approve new owners and share repurchases, p.12-13
- Accept CDS Staff Training & Support proposal (toward B9 compliance), p.20-22
- Accept Election Committee Report, p.23-24
- Approve slate of board candidates for 2018-19 election, p.25
- File notes from 9/22 Coffee with the Board event, p.26
- Adopt 2018-19 board calendar, p.27
- Renew CBLD contract for 2018-19, posted to Loomio

All items above passed with consensus, September Operations Report pulled for discussion.

Meeting Agenda

6:06pm, Decision

- 10 min removed from all three policy monitoring items
- 30min added for discussion of the debt service section of the Operations Report.
- 30min allotted to Annual Meeting item.

Revised agenda adopted with consensus.

Owner Comments

6:10pm, Listening

No comments. (Tim just wanted to see the basement!)

GM Monitoring: B11, Community Responsibility

6:13pm, Decision

Report not accepted; board requests that SH submit a complete B11 report for review in November.

GM Monitoring: B12, Environment

6:16pm, Decision

Report accepted as demonstrating compliance with global B12 policy. Note on B12.3: Future request for criteria to be included in data to show how contracted companies align with co-op values and priorities.

B12 referred to Policy Committee to propose revisions that incorporate concerns around local purchasing, packaging, transit-orientation.

Operations Report: Debt Service

6:22pm, Decision

Plan proposed in the debt service section of report not accepted. Board requests more information about progress on campaign for working capital and further explanation of financial risk against timeline.

Directors will reconvene prior to the annual meeting to consider alternatives. EC will send a Loomio poll to confirm a time. Finance Committee will convene after the annual meeting to create a report with added context for board review ahead of the November board meeting.

Board Monitoring: D4, Monitoring GM Performance

7:08pm, Decision

Report accepted as in noncompliance with global D4 policy with plans outlined.

- **D4.1:** Accepted as in compliance. Improvement: Secretary can play a stronger role in post-meeting follow-up on action items.
- **D4.2:** Accepted as in compliance.
- **D4.3:** Accepted as not in compliance. D4.3 referred to Policy Committee to review elements of this policy that may need preservation before proposal to strike it from the register. Note that GM should regularly submit reports to the President ahead of mid-month check-in to assure alignment ahead of full-board review.
- **D4.4:** Referred to Policy Committee to review redundancy, nature of origin.
- **D4.5-6:** Accepted as in compliance.
- **D4.7:** Accepted as in non-compliance. D4.7 referred to Policy Committee for review, as annual contracts for GMs are rare, typically used as a recruiting incentive.
- **D4.8:** Accepted as in non-compliance. Discussion moved to Executive Session.

Break ----

7:25pm

Annual Meeting Preparation

7:41pm, Decision

- Agenda/Logistics
 - NS will do basic emcee duties, prepare welcome & closing.
 - TB will do final owner financial pitch, will practice with RR.
 - Concerns/questions:
 - Equity and owner loan asks should be immediately after Financial Sustainability item.
 - Are there ways to have people engage in real-time with instant feedback on surveys, etc?
 - Should be a thank-you for outgoing board members and introduction to the candidates.
 - Agenda: Welcome(5), Annual Report(10), Financias(8), Loan Pitch(5), Discussion(35), Closing(7)
- Small group breakouts
 - Concerns/questions:
 - All good topics to explore, but unfocused on current challenges. Suggest narrowing with broader questions, like: “How could the co-op better serve you?” or “Who’s not in this room and why?”
 - What if there were only one or two big questions that everyone considered vs. multiple topics loosely discussed?
 - Format may get tricky: owners won’t be seated at tables; setup will be rows of chairs.
 - Would like to see board seated up front, facing owners for open Q&A opportunity.
 - Elections Committee is meeting on 10/24 and will narrow the focus of the small group session, come up with a set of finalized questions.
 - CR and SS will co-facilitate the small group break-out.
- Surveying ownership
 - Concerns/questions:
 - Missing the narrative component/connection to community, would like to see question added about why each owner decided to join.
 - Input vs. discussion questions: some of the proposed questions for small groups could be included in the survey.
 - Owner survey as a tool is great, but this timing is not ideal because we are past the point where responses could inform content of the Annual Meeting.
 - What does this survey tell the board if it’s only attached to the folks voting?
 - Since it’s attached to the ballot, it could be directly governance related to help inform newly elected directors of the values/ideas that owners would like to see represented.
 - Proposal to run a survey as part of the voting process passed with two abstentions: AY, NS.
 - This is well beyond the scope of the Election Committee and will be picked up by the Executive Committee or Owner Linkage Committee moving forward.

Action Items, November Agenda, Announcements

8:18pm, Discussion

Action items from tonight's meeting reviewed by MW. Additionally:

- EC, SS, TB, SH will submit and lock in material for Annual Meeting slides by 10/29.
- RR will communicate with board candidates and include availability for monthly meeting time.
- SS will post discussion about officers for next year on Loomio. Current board will elect these roles so that new directors aren't deciding during their first meeting without history/context.
- SS and RR will work together on onboarding process, will solicit feedback from newer directors.

November Agenda:

- GM Monitoring: SH will submit BI report.
- Board Monitoring: RR will write C5 report.
- Scheduled decisions: approve new officers, update committee charters, set board retreat date.

Announcements:

- LUCHA 36th Anniversary: extra tickets as event sponsor, tomorrow @SRB Cultural Center.
- Chicagoland Cooperative Ecosystem Coalition launch: 10/17, 6pm. DPFC should send reps!
- Ownership Orientation + Meet the Candidates event: 10/22, 6pm @ co-op cafe.
- DPFC had planned to host LSNA Member Action Council quarterly meeting, which will now be a general March for Racial Equity, looking to mobilize over 500 people: Tue 10/23, 5:30pm.
- WBEZ Curious City Community Convo: 10/25, 6:30-8pm @ co-op cafe
- Pumpkin Carving: 10/27, 4-5:30pm @ co-op cafe.
- Go see Meghann's show! Lucky Plush's *The Better Half* runs 11/2-17 @ Steppenwolf.

Executive Session

8:25pm, Discussion

Directors reviewed updates from the GM Development & Evaluation Committee.

Meeting adjourned at 9:15pm.