

Board of Directors Meeting
Monday, August 20, 2018
6:04pm check-in | 9:00pm adjourn

Call to Order and Check-in

6:04pm. TP, Discussion

Directors: Tony Bezsylo, Sean Shatto, Norma Samame, Celeste Levitz-Jones, Ally Young, Ed Corcoran, Claudia Richman, Rebecca Reynolds. *Absent: George Langford.*

Owners: Sharon Hoyer (GM), Meghann Wilkinson (scribe), Tom Pierson (facilitator), Chris Roland (Sugar Beet GM).

Consent Agenda

6:11pm. SS, Decision.

July Meeting Minutes approved.

Development & Eval Committee Report accepted.

Finance Committee Report accepted.

Policy Committee Report with amendments to B6 and B11 accepted.

Annual Meeting date and event concept approved.

Revised B3 Report accepted.

Meeting Agenda

6:13pm. SS, Decision.

Items pulled from consent agenda for further discussion:

- Meeting & Communication Norms and related changes to C1 and C4 policies
- Approval of new owners and share repurchases

Meeting & Communication Norms

6:14pm. NS, Discussion.

Revised Board Norm language with related changes to C1 and C4 policies recommended by NS referred to Policy Committee.

Share Repurchase Requests

6:16pm. AY, Decision.

All share repurchase requests approved with addition of \$250 from owner #1617, who is moving.

Owner Comments

6:17pm. TB, Listening.

Chris Roland, GM of Sugar Beet Food Co-op in Oak Park, joined the meeting to voice appreciation for the support of colleagues at DPFC, and to bring questions about how in-depth the board gets into operations, how monitoring reports are formed and written, and how much experience the board has with the policy governance system.

Operations Report

6:26pm. SH, Decision.

Report accepted. Planned for sales decline this summer, but this hasn't been the case, mostly been due to increased foot traffic-- seems to be many new folks coming in for the first time. Center store sales had a slight decrease when grocery manager was out-- lesson learned and plan in place for future.

Completed competition monitoring visit to Tony's, which excels at creating sense of abundance, an area where we can grow. Departments will be working on improvements before open house on November 4, while also attending to fixtures that need continued maintenance after a year of use in the new space.

Store manager position has not been filled; this is not a contingency in our NCG contract. We're still accepting applications, but applicants have typically not had the experience necessary. Stores of our size don't typically have a store manager in addition to a GM-- SH will keep the board posted on alternatives to this plan, including increasing professional development for department managers.

FY18-19 Business Plan addendums

6:37pm. SH, Discussion.

Tactical plan reviewed. Noted that this matrix is not exhaustive and does not show how marketing is supporting each of these actions. SH will include report-back by department in monthly operations reports. RR will chat with AY about direct mail strategies.

Capital Campaign plan reviewed with timeline September 4, after Labor Day, through Thanksgiving. SH will find out if the \$40K in loans coming due by November would contribute to total goal if rolled over. SH will reach out to coordinate callers. CLJ suggests setting up a call night at the co-op so Dill Pickle phone line could be used. Call script will incorporate Annual Meeting and election turnout work. SH will include campaign report-back in monthly operations reports.

GM Monitoring: BI, Financial Condition

7:00pm. SS, Decision.

Report accepted as demonstrating compliance with the Global BI Policy. *Note that these are still draft numbers. but adjustments made since this report was submitted are immaterial-- accountant issued final numbers today. SH will resubmit with updated financials and correct date to "2018."*

BI.1-2: Accepted as in compliance.

BI.3: Accepted as not in compliance with plan in place. (AY abstained with concern that the plan to shore up owner equity lacks detail.)

BI.4: Accepted as not in compliance with plan in place. Clarification: the co-op is solvent and all debts have been paid on time.

BI.5: Accepted as not in compliance with plan in place. (AY abstained with concern that ongoing equity needs are not addressed by one month-long ownership drive.)

BI.6-1.12: Accepted as in compliance.

Break ----

7:30pm

Board Monitoring: D1, Unity of Control

7:43pm. AY, Decision.

Report accepted as demonstrating compliance with the Global D1 policy.

D1.1: Accepted as in compliance. Clarification around recommendation for improvement: steps in formal consensus decision-making process should be made clear through meeting facilitation, (*ie, now is the time for clarifying questions only*). Training should be added to new director onboarding material.

D1.2: Accepted as in compliance.

Board Monitoring: D2, Accountability of the GM

7:49pm. SS, Decision.

Report accepted as demonstrating compliance with the Global D2 policy.

D2.1: Accepted as in compliance. Discussion about tendency to delve into sub-policies during GM monitoring, diverting time from long-term strategy/etc. Note that the unfinished sentence in the “area for improvement” section refers to the board avoiding getting into the weeds on operational matters.

D2.2: Accepted as in compliance.

Board Study on Ownership: Transparency

8:00pm. CLJ, Discussion.

Continued discussion on “Making Member Relations the Co-op’s Organizing Principle.” Policy Committee will review three main concepts (Economic linkage, Transparency, Cognition) against backdrop of policy register to gauge how we’re currently engaging. Note that Sugar Beet has run a pre-Annual Meeting owner survey and found it useful and effective.

Temperature check: How do we feel about the general framework of this article and applying it DPFC?

- 4: Concern about building it into the culture of the board and creating activity around it.
- 1: Seems overcomplicating. All of this is in our Ends.
- 4: Excited to reframe our work this way! Acknowledgement that this approach stands in tension with current NCG strategy of regarding customers as “the heart” of the co-op. Additional thinking needed around context of gentrification: current ownership is not representative of broader community we opened our doors to serve.
- 3: Struggling with what it would take to implement it.
- 5: Gravitated towards communicating with owners, but it will take effort to develop a plan.
- 5: Informs board as to its role. Doesn't seem hard to implement; we're just putting names to what we already do so that we can pay more attention to it, do accurate reporting on it, etc.
- 3: Frameworks can be so useful in how to reflect back on the board's work to the Ends--nice reminder of why the board does the work it does- and why the co-op exists.

Action Items, September Agenda, Announcements

8:39pm. AY, Discussion.

Action items from tonight's meeting reviewed by MW.

September Agenda:

- GM monitoring: Ends report, outstanding B6 sub-policies requiring survey data.
- Board monitoring: D3, Delegation to the GM. EC will submit report for the consent agenda.
- Scheduled decision to approve candidate slate for the ballot; may need to happen via Loomio in early October due to timeline compression.
- Scheduled decision to approve Annual Meeting agenda. SS will draft agenda and share with GM at mid-month meeting.
- Owner Drive brainstorm session will replace board study section for next month.
- Add 10min for "Strategy Corner" to hold space for items arising during the meeting that may require further discussion.

Committee work:

- Election: will convene before next meeting and submit updated charter. TB and SS will work together to submit content to AY for owner communications.
- Finance: EC will prepare a draft presentation for the Annual Meeting and get feedback from the committee. SS will send last year's presentation to EC for reference.
- Policy: will draft a monitoring calendar for the upcoming year to be passed in October.
- Development: next meets in September. GM review will be held in October.

Announcements:

- Coffee with the Board set for September 29, 2pm at the co-op cafe.
- Chicago Cooperative Economy Summit is this Saturday! Request for directors to attend, table.
- DPFC may be featured on WBEZ's Curious City show this fall!

Meeting Evaluation & Check-out

8:59pm. TP, Discussion.

Went over planned time, but added 5 minutes to agenda and took a longer break.

Adjourned at 9:00pm.