

Board of Directors Meeting
Monday, Feb 19, 2018
6:00pm check-in | 8:56pm adjourn

Check-in (Discussion, 10min)

Directors: Sean Shatto (facilitator), Rebecca Reynolds, Claudia Richman, Norma Samame, Ed Corcoran, Ally Young, Celeste Levitz-Jones, George Langford. *Absent: Tony Bezsylo.*
Staff: Sharon Hoyer (GM), Paula Gilbertson (NCG)
Owners: Tom Pierson (facilitator), Meghann Wilkinson (recorder), Catherine.

Consent Agenda (Decision, 5min)

- Approve January Meeting Minutes
- File Coffee with the Board event notes
- Adopt updated Finance Committee Charter
- Accept Policy Committee Report
- Amend B3.4 policy on asset protection
- Amend C3.1 and drop C3.7 on agenda planning

Meeting Agenda (Decision, 5min)

Items pulled from the consent agenda for discussion:

- HR Committee Report - *added under Owner Comments (5 min)*
- Reschedule B6 monitoring per GM request - *added before March agenda (5 min)*

Owner Comments (Listening, 10min)

TP, Facilitator

Catherine is positive and happy to be here!

Note that directors should deal with owner feedback about specific products through use of the Comment Box, which can also be incorporated into Coffee with the Board events.

HR Committee Report (5 min)

SS, President

AY: do either of these actions (approving GM contract, releasing letter) require a full board decision? Did that already happen? Concerned about unclear process, lack of information.

RR: board doesn't need to vote on contract; it's an HR Committee matter. SS will provide more robust reporting in the future and follow up on Loomio to be sure there's closure around concerns.

Operations Report (Decision, 20min)

SH, General Manager

Summary: sales spike in January, turnaround in basket size and transaction count, up nearly to where it was at grand opening. Did not achieve ambitious new owner goal, but learnings gained around training for front-end staff, drive timing, necessary prep with larger staff. Equity frames the goal- plans to seek overdue equity in coming months. Owner account eblast resulted in huge response-- updates to contact info, positive feedback but also uptick in share repurchase requests.

Questions fielded, report accepted. EC notes that Admin Services Manager hiring could be an opportunity to save on accounting costs-- as Sugar Beet pays lower fees due to being on-time and diligent with paperwork.

GM will: include the list of new owners with Operations Report report next time, work with Paula to fill in blank plan numbers (ie basket size), submit draft numbers to the board, include capital campaign plan goals to actuals with tactical breakdowns in future reports.

Policy Change: A, Global Ends (Decision, 5min)

AY, Secretary

Decision to pass updated Ends policy: *"The Dill Pickle Food Co-op will sustain a thriving community that has equitable economic relationships, positive environmental impacts, and inclusive practices grounded in cooperative values."*

GM Monitoring: B1, Financial Condition (Decision, 30min)

SS, President

Report not accepted; GM will resubmit in 2 weeks to be re-monitored during March meeting. Interpretations should include metrics that data will be evaluated against. Note that this is a newly-adopted policy, a big step forward. Finance Committee will meet to review before the meeting.

Comments from directors not on the Finance Committee:

- B1.1: Unclear on interpretation. Need to see a plan to get into compliance with sales targets.
- B1.2: Which document does the "business plan" reference?
- B1.5: Request for a plan of action in the re-submission.
- B1.6: Request for understanding if we're on track to meet owner loan goal by April 2019

Board Monitoring: C4, Board Meetings (Decision, 20 min)

SS, President

- C4.1: Accepted as compliant with the request to be more specific in the interpretation, with addition of list of board's responsibilities
- C4.2: Accepted as compliant.
- C4.3: Accepted as compliant with one abstention (RR). Note to include the text referenced in interpretation. SS will send around a copy of On Conflict and Consensus.
- C4.4: Accepted as compliant. Note that this process could be simplified if the agenda was posted on Loomio ahead of the packet deadline.

- C4.5: Accepted as non-compliant with a path forward to finalize transition to G-suite. AY and SS will meet to coordinate.
- C4.6: moved to next meeting when Tony is present.

Report-Back on Milwaukee Ave Improvements (Discussion, 10 min)

EC, Treasurer

Summary of CDOT meeting: 2020 timeline. Two separate projects: redo of the square itself + redo of Milwaukee from the square to Belmont. Plans are visible online. DPFC would mostly be affected by the Milwaukee changes- adding bike lanes- but potentially less street parking. All potentially positive changes; no cause for concern but potential for advocacy.

Annual Calendar Change: B6 Monitoring

SS, President

Decision for GM to report on B6 as scheduled, except for sub-policies that require staff survey data, which will be moved to September. (RR will work with Policy Committee to identify which items to request as scheduled.)

Staff surveys are typically done every 2 years; important to do it this year in order to have a baseline. Note for board to revisit the timing of B6 monitoring so that future surveys link up with reporting.

Dreaming the Future (Discussion, 20min)

SS, President

Board should strive to keep work in touch with what's going on in the world, think outside the walls of the co-op, increase scope of community. Interested in creating a calendar for topics to be introduced in future meetings. List of ideas:

- GL: Culture and community- what do we have, what have lost, what have we gained, what do we want?
- RR: What is an owner and why be one?
- CLJ: Becoming a center for cooperative development in the city and in the region
- NS: Connecting to cycling community: Bike Month, bike-friendly packaging
- EC: Future second store, future delivery capabilities
- GM: Echoed CLJ
- AY: solidarity economy, cooperative principles & values in action, Chicago foodshed
- SS: what's our next expansion look like? Also: when do we march on DC?

CLJ will create a non-judgemental adding space for ideas on Loomio and after a time, send a prompt for voting on prioritizing, and then a prompt of "what is my preferred format for this?" (ex: retreat, etc.) SS will draft article to share new Ends policy with owners.

March Agenda, Announcements (5 min)

AY, Secretary

March agenda:

- GM monitoring:
 - B1 on financial condition re-monitored with changes requested tonight
 - B5 on customer treatment
 - B10 on product selection
- Board monitoring:
 - C4.6 discussion on board meetings
 - Norma & George will team on C5 report on director code of conduct

Committees:

- Election Committee meeting Feb 21, 6:30pm.
- Finance Committee meeting to review update to B1.
- Policy Committee meeting first week of month. AY will confirm next meeting date on Loomio.

Announcements:

- Institute for Cooperative Economics & Economic Innovation launching this month, open house tomorrow, 6:30pm @Blue Lacuna in Pilsen.

Meeting Evaluation & Check-Out (5min)

Adjourned at 8:56