

Board of Directors Meeting
Monday, July 16, 2018
6:00pm check-in | 8:55pm adjourn

Check-in

SS, Discussion (5 min)

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

Owners: Sharon Hoyer (GM), Meghann Wilkinson (scribe).

Consent Agenda

SS, Decision (5 min)

June meeting minutes approved. Flag for policy committee to create standard wording for voting record.

CBLD program quarterly update filed.

GM will submit new owner list + equity refund requests for approval in future consent agendas, rather than as part of the operations report.

Meeting Agenda

SS, Decision (5 min)

Owner Comments section dropped in absence of owners visiting to comment.

Study on Ownership item shifted to August meeting to make time for 30min Executive Session.

Board Process: Norms

TB, Discussion (20 min)

Practice: The norms aren't currently read aloud at the beginning of the meetings. We might consider replacing this lapsed expectation with a reading of the Ends.

Discussions: "Move up, move up" norm could be helped by a facilitation technique go-arounds to be sure everyone's voice is heard during discussions.

Online communication:

- Checking board email regularly is important for timely matters.
- Substantive decision-making and conversations should largely be kept in-person (at board meetings and committee meetings) instead of online due to timeline (folks checking in at different rates), varied degrees of participation, and challenges with tone.
- All decisions made online (approval of minutes, etc) need to be included in the consent agenda.
- What about discussion that happens in phone calls? Where is that recorded/filed?
- Language of "speak up" in online communication section will be dropped.

Norms aren't currently connected to policy and are therefore not monitored regularly. Flag for policy committee to discuss.

NS will draft a proposal with a round of edits to the norms for the August meeting.

June Operations Report

SH, Decision (12min)

Sales in June did not decline from May. Deli has consistently grown in sales and is \$2000 more than at opening. Starting a category management calendar. Doing “super zoning” with new shelf tags.

Owner bonus discounts in June were only about half of the budget, similar to the trend on the previous 2 rounds. May try moving coupon to an electronic mailing. Working on getting more data around Bonus coupon use relative to shopping frequency, basket size. Request to see number of owners using coupons as a percentage of shoppers in future reports.

Still conducting interviews for Store Manager position. Filled Front End Manager position internally. Hired new Prepared Foods Manager. Wage scale increase went into effect July 1st.

Report accepted.

GM Monitoring: B3, Asset Protection

SS, Decision (32min)

Report not accepted; data insufficient to determine compliance. GM will re-submit with supplementary data requested for each sub-policy; report will be submitted to the August consent agenda. Requests:

B3.1: instances of fridge failures.

B3.2: instances of insurance use, comparative data on levels of insurance peer co-ops carry.

B3.3: clarification about access to the store and key codes.

B3.4: instances of breaches of confidential information.

B3.6: data does not wholly support interpretation. Detail specific incidents and responses.

GM Monitoring: B9, GM Succession

SS, Decision (12min)

Accepted as non-compliant; GM will re-report in September.

Notes on data: Beyond the hiring of a store manager, the path to compliance must include an emergency succession plan. Suggestion for future data point: store operations during vacation. Consider utility of management team member familiar with board reporting as a current director. Check-signing would have to be filled by a board member.

--- Break 7:35pm ---

Board Monitoring: C8, Governance Investment

CLJ, Decision (15 min)

Accepted as noncompliant. Very thorough report by CLJ.

SS will draft board education events into the Annual Calendar and talk with RR about how to approach these trainings so that they don't get pushed aside for more "urgent" matters.

AY and SS will team on formalizing a system for filing reports for easy reference and submit outline to the August consent agenda. (Linking Loomio + Google Drive)

CLJ will assign remaining tasks online to support paths to compliance outlined for each sub-policy.

Election Committee

TB, Discussion (15 min)

Election committee met twice over winter and spring, has developed vision of bringing more structure to owner/board communication.

Feedback on charter:

Membership requirements should be lessened to assure group will function from the start. Outreach should be added to responsibilities. Election Committee will redraft charter and add it to the consent agenda for August's meeting.

Annual Meeting updates:

Operations will take care of the general details: securing venue and logistics, etc. The committee will plug in for election support, owner turnout, agenda building. Marketing dept will propose Annual Meeting date for Board to approve via Loomio. (Addition to August consent agenda.)

Action Items, August Agenda

AY, Discussion (10 min)

MW reviewed action items coming out of this meeting.

August calendar & agenda:

GM Monitoring: B1, Q4 + FY18-19 Financial Condition. + B3 resubmission.

Board Monitoring: AY & NS will work together on D1, Unity of Control. SS will lead D2, Accountability of the GM.

Finance Committee will meet this month to discuss B1 and submit report for August meeting.

Policy Committee will meet this month and submit report for August meeting.

Election Committee will meet this month and submit report for August meeting. Coffee with the Board will be rescheduled to September- TB will propose dates to be approved on Loomio.

Executive Session

SS, Discussion (30min)

Discussion of director intentions for year to come, report-back on efforts to strengthen governance.

Adjourned at 8:55pm.