

Board of Directors Meeting
Monday, March 19, 2018
6:02pm check-in | 9:03pm adjourn

Check-in (5min)

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

Consent Agenda (Decision, 5min)

- February Meeting Minutes approved.
- Finance, Policy, and Election Committee Reports accepted.

Meeting Agenda (Decision, 5min)

- 5min added to HR Committee item to discuss updates to report provided in packet.
- Dreaming the future item dropped to 10min.

Owner Comments (Listening)

TB, Owner Liaison

None

February Operations Report (Decision, 20min)

SH, General Manager

Summary: sales came in very close to plan, with a boost from quarterly owner bonus coupons. Cash position was super tight, has changed since receiving working capital from CCLF. Bank balance is now healthier, using funds to get AP balance current.

Correction: chart shows total personnel costs, not just labor, as % of sales. GM will include sales per labor hour metric in next report for added context. Also basket size will be graphed by week.

Store manager position: hosting out of state candidate for a visit this week, Seth departs end of April. No internal applicants or candidates for interim role. NCG is closely supporting efforts, given loan contingency of this position.

Finance committee will meet to review audit recommendations and report back at May meeting.

Owner loans: SH will assess proforma and present proposal for a revised plan at April meeting that meets cash flow needs and CCLF April 2019 requirement, and will also schedule a meeting with the call team to regroup.

Questions fielded, report accepted. GM will take a more presentational, narrative approach to this report starting next month to add context and insights.

GM Monitoring: B1, Financial Condition (Decision, 15min)

SS, President

Global B1 policy accepted as compliant. Note that data should support interpretation mention of industry standards-- current numbers are according to plan, but below industry standards because we made a strategic decision to deviate in order to accomplish expansion project. Overall, narrative is clear and crisp.

B1.1 accepted as compliant. *"Let's hear it for sales growth of 213%!"*

B1.2 accepted as compliant.

B1.3 accepted as noncompliant with plan to regain compliance to be executed as written.

B1.4 accepted as compliant.

B1.5 accepted as compliant with need for improvement. Current proforma was aspirational; equity needs will be addressed adequately in FY18-19 budget planning for future performance to be measured against. Progress will also be tracked in monthly operations reports.

B1.6-12 accepted as compliant.

GM Monitoring: B5, Treatment of Customers (Decision, 10min)

SS, President

Global B5 policy accepted as compliant. Note that service is outstanding!

B5.1 accepted as compliant. Request to provide metrics in future reports, suggestion to consider posting customer comments publicly.

B5.2-4 accepted as compliant.

GM Monitoring: B10, Product Selection (Decision, 10min)

SS, President

Global B10 policy accepted as compliant. *Correction:* title typo.

--- **Cake Break.** Happy early birthday, Sharon! (10min) ---

Board Monitoring: C4.6, Board Meetings - Norms (Decision, 20 min)

TB, Director

C4.6 accepted as noncompliant with plans for improvement:

- SS will work with AY to identify and train HOO to fill facilitation role in Tom's absence.

- Policy committee will review bylaws for requirements on officers as committee chairs and draft updates to charters.
- AY will continue to tag action items in minutes, SS will check in with directors on open tasks.
- Monthly meeting check-ins will include question to assess preparedness without judgement: *“Have you come prepared to act by reading and reflecting on the board packet?”*
- Directors will brainstorm updates/revisions to norms to be discussed further during April meeting, with attention to shifting expectations for online communication. CLJ will submit a page for the meeting packet that provides space for reflection to support discussion.

Board Monitoring: C5, Directors Code of Conduct (Decision, 20 min)

GL, Director

Global C5 policy accepted as compliant.

C5.1 accepted as compliant.

C5.2 accepted as noncompliant. SS will collect conflict of interest forms.

C5.3 accepted compliant.

C5.4 accepted compliant.

C5.5 accepted compliant. Policy cmte will review for definition of “excused absence” to consider adding to code of conduct and work with RR to include clear attendance expectations in onboarding process.

C5.6 accepted as compliant. (*Correction: typo in data: have *not* questioned.*)

C5.7 accepted as compliant.

Election Committee (Discussion, 10min)

TB, Director

Committee has been expanding scope to include owner linkage, annual meeting and event planning, candidate recruitment, and leadership development with an eye toward increasing democratic participation. TB will bring a proposal for charter updates to the April board meeting.

PG notes that many co-ops are moving to online voting, and that it’s beneficial for ballot to include decisions beyond board seats, ie donations.

HR Committee (Discussion, 15min)

SS, President

Meeting held this weekend to discuss GM response to HR committee letter. Takeaways: future reviews will be more data-driven and approached through teaming.

SS will draft updated letter to share with HR committee by April 5.

SS will review annual calendar and propose changes for 2018-19 that ensure GM review process concludes by Sept/Oct, before board seats turn over.

Updated HR committee report accepted.

Dreaming the Future (Discussion, 10min)

CLJ, Director

Emerging themes for board study: owner linkage, cooperative movement, community connection, long-term planning.

Board will engage with the core question of cooperative ownership in the short-medium term: Why join a co-op? Why join *this* co-op, the Dill Pickle Food Co-op? Hope is that distilling this story at a leadership level will help the board more deeply connect with current and potential owners in our community.

Open question: what preferences do directors hold for learning styles? Articles/videos/speakers?

CLJ will submit materials for April meeting packet to prep for discussion item on co-op ownership, look to Joel at CBLD for resources/support.

April Agenda, Announcements (5 min)

SS, President

April meeting agenda:

- GM monitoring: B6 Staff Treatment & Compensation. SH will submit report as scheduled, excluding sub-policies that require staff survey data.
- Board monitoring: C6 Officer Roles. CR will submit report.
- Scheduled decision to set date/location for annual meeting. TB will gather options to present.

April events:

- Coffee with the Board. SS will post Loomio poll to set date.

Committee meetings:

- All committees will convene over next month except HR.

All other announcements to be posted on Loomio in the interest of time.

No checkout, meeting adjourned at 9:03pm.