

Common Ground Food Co-op  
 Board Meeting Minutes  
 June 13, 2016  
 6:15 pm to 8:15 pm  
 Lincoln Square Conference Center, Room 154D

Present: Jodi Anderson, Magdalena Casper-Shipp, Charles Delman, Megan Gillette, Margaret Johnstone, Todd Sweet, Colleen Wagner, Julie Zilles

Absent: Martha Mills

Others Present: Satina Braswell, General Manager; Jeffrey Chandler, Minute Taker

| Proceedings                    |  |
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| <b>Meeting called to order</b> | At 6:15 pm by Julie Zilles   |
| <b>1. Preliminaries</b>        | <p><b>A. Guests/Owners</b><br/>Satina Braswell (General Manager)</p> <p><b>B. Public Comment</b><br/>None</p> <p><b>C. Agenda Amendments</b></p>   |
| <b>2. Board Study</b>          | <p><b>Board Elections</b><br/>         Revised election packet and additional materials supplied prior to the meeting for review on basecamp. Magdalena Casper-Shipp noted the current packet is more than 6 years old so it required a review. She reported the format was good but some updates were needed, and it was also checked and updated to reflect all current policies and procedures. First the revised calendar and timeline were discussed noting the application process would begin earlier. There was an addition of a question and answer portion as well as request for interest in standing committees. Magdalena fielded questions from the board. There was discussion regarding the importance placed on experience, motivation and contribution. The spreadsheet and rubric were discussed in terms of weighting and calculation.</p> <p>The board also discussed at length the topic of the board right and role in nominee selection and editing. The bylaws note the board has the right to play a role in the selection of qualified nominees and Roberts</p> |

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|                                 | <p>Rules of Order often also call for a Nominating Committee which also assists in presenting a qualified slate of nominees. There was discussion about the new policy's reception from both current and future owners, with some discussion specifically highlighting the second location's marketing and community involvement.</p> <p>The interview process as a means for evaluation was discussed. Specifically it was noted the intention of the process was to not only screen applicants but also to educate them on the requirements and areas of interest needed for successful board participation.</p> <p>The board discussed using this system as a test for the upcoming election, including education on the new system and seeing how the system would impact the nominee slate without actually editing or limiting the nominees for election.</p> <p><b>Action Taken</b><br/>The board approves a motion to utilize the proposed board packet and supplemental procedural information as an interview screening process encouraging self-selection from the nominee pool, while also testing the rubric and evaluation system provided to gauge the efficiency of the process while not affecting the slate of nominees for the current year. Julie Zilles abstained.</p> |
| <p><b>3. Consent Agenda</b></p> | <p><b>A. Public Minutes from May Meeting</b><br/> <b>B. Private Minutes from May Meeting</b><br/> <b>C. GM Operational Update (MORe)</b><br/> <b>D. Monthly Financial Updates</b></p> <p><b>Action Taken</b><br/>The board unanimously approved item C of the consent agenda and removed items A, B and D for further discussion.</p>   |

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|                                   | <p><b>Public and Private Minutes from May Meeting</b><br/> Magdalena would like it noted that Michael Pennington is not only an owner but also the GM of Green Top Grocery in Bloomington, IL as it is worth referencing in connection to his comments regarding his experience with the DC.</p> <p><b>Action Taken</b><br/> The board unanimously approved the minutes as amended.</p> <p><b>Monthly Financial Updates</b><br/> Todd Sweet questioned if the data presented in tab AF is monthly or quarterly, Satina Braswell notes it is quarterly.</p> <p><b>Action Taken</b><br/> The board unanimously approves the Monthly Financial Updates.</p>  |
| <p><b>4. GM Reporting</b></p>     | <p><b>A. EL B1 Financials Q1</b><br/> This report was revisited from May to allow for full review by the board. Julie questioned if the parentheses used in the sales growth fiscal reporting section were intended to indicate a negative amount, Satina clarified that it was just formatting, which will be revised, and the figure is positive. Julie noted the narrative used in the net income section is good but not useful for the board assessment of compliance. It is noted the data provided is now given with a 12-month rolling basis for sales growth.</p> <p><b>Action Taken</b><br/> The board accepted the report as in compliance.</p> <p><b>B. Audit Final Report</b><br/> This report was delayed until the July meeting to allow for full report as well as staff response and plan of action.</p> |
| <p><b>5. Expansion Update</b></p> | <p>Satina noted she is in the process of working the Dakota to perform a market study in late</p>   |

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|                                    | <p>July, working with the DC to update the proforma, and on developing a store staffing structure model for operating both locations.</p>  |
| <p><b>6. Board Monitoring</b></p>  | <p><b>A. BMR D4 Monitoring GM</b><br/> Julie advised the upcoming review in September would be Satina’s first, noting her start date was too close for evaluation in September last year. Todd noted that it is important to realize the evaluation is based on the monitoring reports, and that the constructive criticism was requested by previous GMs as a space for feedback but not evaluation.</p> <p><b>Action Taken</b><br/> The board unanimously accepted the policy as in compliance.</p>  |
| <p><b>7. Committee Updates</b></p> | <p><b>A. Board Development Committee</b><br/> Magdalena requested any amendments to the proposed board election packet. Charles Delman offered a change of language from “succeed as a board member” to “be prepared to serve as a board member” to encourage the self-selection nature of the process.</p> <p><b>Action Taken</b><br/> The board unanimously accepted the election packet as amended.</p> <p><b>B. Outreach Committee</b><br/> Colleen Wagner presented September 18, 2016 as the best possible day for the MOO, and asked for follow up after the meeting with potential conflicts. Colleen detailed her discussions with staff indicate the best venue for the event would be the new store location, while addressing known issues with the space, for instance audio concerns. She also noted a desire to include education on cooperatives to not only supplement the Democracy Project but also assist in meeting the Ends. Julie requested working with staff to incorporate the owner loan campaign timeline in planning for the MOO.</p> <p><b>C. Policy Committee</b></p> |

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|                                  | <p>Charles presented the GM Evaluation Procedure prior to the meeting for review. Charles described the philosophy behind the composition of the procedure was to provide quantitative data for evaluation process to encourage objectivity. Charles and Julie both commented on the addition of columns evaluating seriousness and corrective action. Julie specifically citing a need to encourage honest reporting of compliance wherein non-compliance is not automatically a negative based on the seriousness and/or plan of corrective action. Satina clarifies some items and offers some typo corrections.</p> <p><b>Action Taken</b><br/>The board unanimously approves the procedure.</p> <p><b>D. Audit working group</b><br/>Julie informed the board this discussion is to determine if a full audit or an annual review is required for fiscal year 2016. There is common response and support from this year’s auditors that an additional audit is not required.</p> <p><b>Action Taken</b><br/>The board unanimously decides to have a review performed for fiscal year 2016.</p> <p><b>E. Democracy Project</b><br/>Julie delayed this report for time. Advised the group will provide an update via basecamp and there will be time for discussion in July.</p> |
| <b>EXECUTIVE SESSIONS OPENS</b>  |   |
| <b>8. Facilities Update</b>      | Satina presented the current state of the Lincoln Square facilities.  |
| <b>EXECUTIVE SESSIONS CLOSES</b> |   |
| <b>8. Closing</b>                | <p><b>A. Next meeting, July 11, 2016</b></p> <p><b>B. Outreach calendar assignments</b><br/>Julie and Colleen noted potential conflicts and requested volunteers to assignments</p>   |

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|                          | <b>C. Other tasks and assignments</b><br><b>D. Go around for comments</b> |
| <b>Meeting Adjourned</b> | At 8:28 pm by Julie Zilles  |