

Common Ground Food Co-op
 Board Meeting Minutes
 November 9, 2015
 6:15 pm to 8:15 pm
 Lincoln Square Conference Center, Room 154D

Present: Magdalena Casper-Shipp, Charles Delman, Megan Gillette, Halie Kastl, Martha Mills, Todd Sweet, Colleen Wagner, Julie Zilles

Absent: Eric Benson

Others Present: Michael Pennington, Interim General Manager/IT Manager; Phyllis Bruno, Finance Manager; Colin Dodson, Scan Coordinator; Derrick Clark, Merchandiser; Jeffrey Chandler, Minute-Taker

Proceedings	
Meeting called to order	At 6:16 pm by Todd Sweet
1. Preliminaries	<ul style="list-style-type: none"> • Guests/Owners Michael Pennington (Interim General Manager/IT Manager) Phyllis Bruno (Finance Manager) Colin Dodson (Scan Coordinator) Derrick Clark (Merchandiser) • Public Comment None • Agenda Amendments -Addition of a Private Expansion Update -Correction of Agenda Item Numbering • Meeting Logistics Julie Zilles, presiding over her first meeting, details her intentions in running the meeting to be similar to Todd Sweet's, but she has also asked Martha Mills to watch the scheduled agenda times to keep the meeting on track. She welcomes feedback from the board.
2. Board Study	<p>A. Board Study</p> <p>Democracy Project Julie explains that the purpose of this time will be to brainstorm regarding the definition of democracy. She reflects on Jacqueline Hannah's original project, noting the differences they encounter in defining democracy. Julie explained that the format of this brainstorming exercise will be "think, pair, share," meaning each member will have some time to answer three questions, then discuss with a partner and then share with the group.</p> <p>Question 1: How do you define democracy? Or, what is a better word?</p> <p>Question 2: What do you hope this project will accomplish?</p> <p>Question 3: Why is the important to the Co-op?</p>

	<p>The board performed the exercise, Julie took notes and will compile for future discussions. The overall concepts discussed were engagement, assessment and representation.</p>
<p>3. Consent Agenda</p>	<p>A. Minutes from October Meeting (Public) B. GM Operational Update (MORE)</p> <p>Action Taken The board unanimously approved the Consent Agenda.</p>
<p>4. GM Monitoring</p>	<p>A. Review/Audit The board discussed whether to have an audit or a review performed this year. The audit is in the budget currently and would be recommended on a year where there was a GM transition and the second location addition. Phyllis Bruno detailed the difference between an audit and a review for the board, and would also recommend an audit. Todd Sweet asked if the potential second location lenders are requesting an audit, Phyllis noted they are only requiring a review. Todd also mentioned that we have never had a full audit, and Phyllis agreed.</p> <p>Action Taken The board unanimously agreed to have an audit performed.</p>
<p>5. Public Expansion Update</p>	<p>A. Michael Pennington reported that the owner drive is below goal and the current campaign would be extended for one week. On November 12-13th the architect, contractor and other key members will be on-site, after which further progress can be made with other planning. The lease is still being re-negotiated. Todd asked about feedback from the call center, which was reported as positive and generally pro-expansion.</p>
<p>6. Board Monitoring</p>	<p>A. BP C3 Agenda Planning</p> <p>Action Taken The board found themselves in compliance.</p> <p>B. BP C4 Board Meetings</p> <p>Action Taken The board found themselves in compliance.</p> <p>C. BP C7 Committee Principles</p> <p>Action Taken</p>

	<p>The board found themselves in compliance.</p> <p>Julie opened discussion regarding the items just reviewed. Halie Kastl adds that each committee might report on their own progress and compliance. Todd requests that participation be more clearly defined. Julie suggests the new policy committee selected tonight should discuss those comments and make presentations to the board if necessary.</p>
<p>7. Committee Reports</p>	<p>A. Board Development Committee Todd discussed development opportunities, webinars and CDS consulting sessions. One of the sessions will be in Chicago, he will forward the information to gauge interest. The Board Retreat date has been set for January 30, 2016 with the location to be decided.</p> <p>B. Outreach Committee No update.</p> <p>C. Policy Committee Julie reports occurrences where owners have sought early repayment of their loans and there has been no established procedure. Policy committee created a procedure and submitted to the board prior to the meeting. This procedure will help guide future incidents. There was discussion regarding the document submitted.</p> <p>Action Taken The board unanimously approved the procedure.</p> <p>D. Committee Membership Board Development Committee Magdalena Casper-Shipp Todd Sweet Julie Zilles Outreach Committee Megan Gillette Martha Mills Colleen Wagner Policy Committee Charles Delman Halie Kastl</p> <p>*Eric Benson has not selected a committee.</p> <p>E. Committee Charges Julie would like each committee to perform three things for the next meeting: 1. Elect a chairperson.</p>

	<p>2. Review their charter.</p> <p>3. Decide on a meeting schedule and report it to the board.</p> <p>Julie would also like the Outreach Committee to discuss staff inclusion for their meetings. Additional committee-specific charges will be sent to the committees.</p>
8. Board Attendance	<p>A. Statement</p> <p>Julie reports that a board member who misses three meetings within one year will be assumed to have resigned. Halie Kastl has missed three board meetings. Julie details that in considering whether to assume her resignation or to excuse the absence for good cause the board should consider three points; level of engagement, likelihood of reoccurrence, and impact. Halie submitted her statement to the board prior to the meeting. Julie allowed for discussion or questions. Martha Mills asked if Halie felt there were foreseeable absences in the future, Halie replied there were not. Todd asked if Halie would like to continue on the board, Halie replied that she does.</p> <p>Halie Kastl and other guests were excused from the meeting.</p>
EXECUTIVE SESSION OPENS	
(Board Attendance continued)	B. Discussion
EXECUTIVE SESSION CLOSSES	
(Board Attendance continued)	<p>Halie Kastl rejoins the meeting.</p> <p>C. Complete Procedure</p> <p>Action Taken</p> <p>The board unanimously excused Halie Kastl's absence for good cause, she will remain on the Board.</p>
EXECUTIVE SESSION OPENS	
	Private Expansion Update
EXECUTIVE SESSION CLOSSES	
9. Closing	<p>D. Next meeting, December 14, 2015 Champaign Public Library</p> <p>E. Outreach calendar assignments</p> <p>F. Other tasks and assignments</p> <p>G. Go around for comments</p>
Meeting Adjourned	At 8:30 pm by Julie Zilles

TASKS TO BE COMPLETED

Who	Task	Due
Board Development Committee	Elect a chairperson. Review charter. Decide on a meeting schedule and report it to the board. Other charges as assigned	December Board Meeting
Outreach Committee	Elect a chairperson. Review charter. Decide on a meeting schedule and report it to the board. Other charges as assigned	December Board Meeting
Policy Committee	Elect a chairperson. Review charter. Decide on a meeting schedule and report it to the board. Other charges as assigned	December Board Meeting