

Common Ground Food Co-op
Board Meeting Minutes
March 14, 2016
6:15 pm to 8:15 pm
Lincoln Square Conference Center, Room 154D

Present: Jodi Anderson, Magdalena Casper-Shipp, Charles Delman, Megan Gillette, Martha Mills, Colleen Wagner, Julie Zilles

Absent: Todd Sweet

Others Present: Satina Braswell, General Manager; Michael Pennington, Jordan McCreary, Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:21 pm by Julie Zilles
1. Preliminaries	<p>A. Guests/Owners Satina Braswell (General Manager) Phyllis Bruno (Finance Manager) Jordan McCreary (Staff) Michael Pennington (Former Staff)</p> <p>B. Public Comment None</p> <p>C. Agenda Amendments None</p> <p>D. Change in Agenda Organization Julie Zilles noted she has adjusted the normal flow of this meeting only in order to better accommodate discussions that also require voting and executive sessions. She also added she is open to feedback.</p>
2. Consent Agenda	<p>A. Public Minutes from February Meeting B. Private Minutes from February Meeting C. GM Operational Update (MORe) D. Quarterly Transition Update</p> <p>Action Taken The board unanimously approved the Consent Agenda.</p>
3. GM Monitoring	<p>A. EL B1 Financial Conditions and Activities Julie included this report in order determine if the updates made since the last meeting have affected compliance. Charles Delman asked questions regarding the report which Satina Braswell reviewed from previous discussions. Martha Mills requested a</p>

review of the Illinois Business Consulting service and results to date. Satina noted the mid-point meeting would be March 15th but also shared some preliminary information she has received. She will forward the figures and information regarding the mid-point meeting when they become available.

Action Taken

The board unanimously voted to accept the report with acknowledgement of non-compliance.

B. January Financials

Julie requested this report in compliance with the request last month for monthly financial updates. She would like to gauge what information is to be gained by the information so the report can be tailored to provide those metrics. Jodi Anderson recalled the request last month was to just give more information, her intention is to see if monthly figures can provide any more detailed information regarding sales growth concerns. Magdalena Casper-Shipp added that she would like to see the results and changes the IBC study provides, but if progress is not made further monthly reporting might be necessary. Julie decided to continue to monitor monthly without any formal monitoring structure. The board concurred.

Action Taken

The board unanimously accepts the financial report as received.

C. EL B2 Planning and Budgeting

This report was intended to be revisited after the Owner Loan Campaign was complete. Julie asked if there is interest to revisit this report in April 2016 regardless of the owner loan campaign, there was interest.

Action Taken

The board unanimously accepted to schedule a review of this report in April 2016.

D. EL B7 Communication

	<p>The data provided does not demonstrate compliance. The board discusses the definition of “serious non-compliance”.</p> <p>Action Taken</p> <p>The board unanimously accepts the report with acknowledgement of non-compliance.</p>
<p>4. Public Expansion Update</p>	<p>Satina reported that Nicole, the new store designer, met with the staff to try and proactively include work flow needs and staff concerns. She noted the lease will be discussed later tonight. She also mentioned Michelle, from NCG, will be here in the next month to meet with the marketing committee.</p>
<p>5. Board Monitoring</p>	<p>A. BP C6 Officer’s Roles</p> <p>Prior to the meeting Julie provided an anonymous survey for officer feedback to eliminate awkwardness in the meeting. She reviewed the feedback obtained from the survey and there was some discussion. Julie notes no serious concerns were raised in the survey.</p> <p>There was further discussion regarding the role of the Treasurer in regard to interpretation of financial reports from staff. Magdalena reports currently she sees the financial reports at the same time everyone else does and in that light must also rely on the staff interpretation of the data. Jodi noted the role of the board is to double check the financial reporting so relying solely on the staff interpretation defeats that purpose. There was also discussion between interpretation for the board versus facilitating the time and education for all board members to interpret the information. Julie agrees all board members should be more educated regarding financial interpretation and charges the board development committee to address this need in upcoming development opportunities.</p> <p>Action Taken</p> <p>The board unanimously accepts this report as in compliance.</p> <p>There is additional discussion regarding</p>

	<p>moving this report to a later month in the year to allow for new officers to learn more about their duties, but also early enough to allow for feedback and time to improve.</p> <p>Action Taken The board accepts a motion to move this report to May every year, beginning May 2017.</p> <p>B. Board Budget Update Magdalena reviews the revised budget as promised from last month. She noted she would like a more detailed breakdown of the Owner Outreach budget but would like to have the budget approved this evening. There is discussion over individual line items, but ultimately the board is comfortable with the blanket Owner Outreach line item and Magdalena monitoring the specific breakdown.</p> <p>Action Taken The board accepted the budget as presented.</p>
<p>6. Committee Reports</p>	<p>A. Board Development Committee Magdalena reported that she and Colleen Wagner will be attending CCMA this year. She will report further on the board vacancy later in the meeting.</p> <p>B. Outreach Committee Colleen Wagner reported that she met with Sarah Bruckner, the staff Owner Outreach Coordinator. The FinMOO will be on April 23, 2016 at 2 pm at the Lincoln Square Conference Center. She noted she hopes to be able to further decrease the budget. Preliminary planning has begun for the MOO, specifically dates and location.</p> <p>C. Policy Committee Charles thanks Julie for her assistance and provided the committee interpretation of the by-law concerning casual employees serving as board members.</p>

	<p>Action Taken</p> <p>The board unanimously approved the committee’s interpretation.</p> <p>D. Review Committee Membership</p> <p>Julie presents the following slate for new Committee Membership:</p> <p>Board Development Committee</p> <p>Magdalena Casper-Shipp Todd Sweet Julie Zilles</p> <p>Outreach Committee</p> <p>Jodi Anderson Megan Gillette Martha Mills Colleen Wagner</p> <p>Policy Committee</p> <p>Charles Delman Julie Zilles</p> <p>The board was favorable of the slate as presented.</p>
<p>7. Board Vacancy</p>	<p>Julie reports the current board vacancy has been referred to the Board Development Committee. The process would include soliciting applications from current owners. Magdalena noted the timeline would be to have the applications out this week and due by March 31st. That would allow for discussion and appointment in April, allowing for the new board member to be in place by the May meeting. She also requested that board members each reach out to qualified owners to allow for a larger selection pool.</p> <p>Action Taken</p> <p>The board unanimously accepts motion to authorize the Board Development Committee to solicit and review applications for board approval.</p>
<p>EXECUTIVE SESSIONS OPENS</p>	
<p>8. Lease Amendments</p>	
<p>EXECUTIVE SESSIONS CLOSES</p>	
<p>Lease Amendments (continued)</p>	<p>Action Taken</p> <p>The board unanimously approves Julie to review and sign the lease with the following</p>

	amendments on their behalf.
9. GM Compensation	<p>A. Introduction to process Julie provided the process prior to the meeting.</p> <p>B. Safe conversation Julie noted tonight she would like to introduce the process and field questions, but for lack of time discussion will happen next month.</p>
10. Democracy Project	<p>A. Definition The democracy working group presented the mission of the democracy project for feedback and approval. There was some grammatical discussion.</p> <p>Action Taken The board unanimously accepted the definition of the democracy project as submitted.</p>
11. Closing	<p>A. Next meeting, April 11, 2016</p> <p>B. Outreach calendar assignments Jodi Anderson volunteered to fill vacancy in tabling for April.</p> <p>C. Other tasks and assignments Satina notes Michelle, from NCG, will be at the April meeting to discuss sales growth trending and NCG perspective. Julie notes auditors would like to call in to a meeting to discuss the audit. The board is delegating the detailed call from the auditors to Julie and Magdalena, Jodi requested to be included. The auditors will still call in to a board meeting to present overall findings and take questions.</p> <p>D. Go around for comments</p>
Meeting Adjourned	At 8:15 pm by Julie Zilles

TASKS TO BE COMPLETED

Who	Task	Due
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Board Development Committee	Solicit board member applications and review for discussion and appointment.	April meeting
Board Development Committee	Incorporate Financial Education into board development opportunities.	Undetermined