

Common Ground Food Co-op

Board Meeting Minutes
April 11, 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, Todd Sweet, Colleen Wagner, Julie Zilles

Absent: none

Others Present: Satina Braswell, General Manager; Phyllis Bruno, Finance Manager; Michelle Schry, NCG; Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:16 pm by Julie Zilles
1. Preliminaries	<p>A. Guests/Owners Satina Braswell (General Manager) Phyllis Bruno (Finance Manager) Michelle Schry (NCG)</p> <p>B. Public Comment None</p> <p>C. Agenda Amendments None</p> <p>D. Change in Agenda Organization Julie notes phone call with Wegner to review audit is postponed until the May meeting. Items 8 and 9 are switched to allow for better Executive Session flow.</p>
2. Board Study	<p>Michelle Schry from NCG (National Co-op Grocers) introduces herself and details her history with co-ops and the NCG. Michelle gives a presentation on the new normal for the co-operative grocery industry. She notes numerous causes for the decline in sales growth, specifically mentioning competition from large chain and regional chain retailers. She explains other factors affecting sales growth, namely pressure for higher pay and benefits for employees, turnover and loss of industry knowledge, mixed market retailing by incorporation of affordable lower quality items, and targeted competitive pricing and advertisement.</p> <p>Michelle also discusses ways co-ops can</p>

	<p>proactively change and improve to prepare for the impending change in the market. Key phrases include; “We are buying agents for our consumers, not selling agents for our vendors” and “Inefficiency is not a co-operative principle.” She also details a need for more competitive pricing and more accessible product offerings.</p> <p>Michelle fields questions from those present. She mentions the role of NCG is to help their co-ops grow better faster, through honest advice and feedback. When asked how the declining sales growth trend would affect our planned second location she responded that it is a question of risk management and market research.</p>
<p>3. Consent Agenda</p>	<p>A. Public Minutes from March Meeting B. Private Minutes from March Meeting C. GM Operational Update (MORe) D. Monthly Financial Update</p> <p>Action Taken The board unanimously approved the Consent Agenda.</p>
<p>4. GM Monitoring</p>	<p>A. End Report Julie Zilles notes a more in depth discussion will occur at the May meeting due to limited time. Various members ask questions about figures in the report, Satina Braswell responds.</p> <p>Action Taken The board unanimously votes to accept the report.</p> <p>B. EL B2 Planning and Budgeting Julie advises this report was requested for review without owner loan campaign data as requested in the March meeting. There is discussion about the non-compliance forecast of the report. Satina notes that the budget presented shows a worst case scenario with the second location figures and plans under review with the upcoming second owner loan campaign. It is noted that the budget will not be reviewed in full again until November 2016, though</p>

	<p>quarterly updates will still be provided.</p> <p>Action Taken The board unanimously accepts the report with acknowledgement of non-compliance.</p>
<p>5. Public Expansion Update</p>	<p>Satina reports that they are in negotiation with Dave from the DC for assistance in the expansion project. Earlier proposals for their assistance were not taken, but the high level of turnover requires their assistance now. They are working out a contract taking into consideration some projects normally included in their package that are complete, but there is not an a la carte or light version of the consultation package they provide. Satina advised she has a meeting with them soon to determine a final contract which she assured would be presented to the board.</p>
<p>6. Board Monitoring</p>	<p>A. BP C1 Governing Style Feedback was gathered prior to the meeting on basecamp. No overwhelming negative response in regards to compliance. Julie notes the policy has allowed for more productive, yet difficult, decisions in regards to attendance.</p> <p>Action Taken The board unanimously accepts this report as in compliance.</p> <p>B. BP C5 Code of Conduct Todd Sweet mentions the review of this reports is a good annual process which reminds board members of their responsibilities, specifically noting the unified public representation of the consensus based board.</p> <p>Action Taken The board unanimously accepts this report as in compliance.</p>
<p>7. Committee Reports</p>	<p>A. Board Development Committee Magdalena Casper-Shipp reports that applications to fill the vacant board seat were received and will be discussed in detail during Executive Session.</p>

	<p>B. Outreach Committee Colleen Wagner advises that she has had meetings with staff regarding the FinMOO and posters have been posted. She mentions the committee is looking into options to prevent visitors at the coffee with a board member to take the coffee and leave, like non-disposable cups. There was limited discussion due to time, and Colleen notes she will solicit further feedback via basecamp.</p> <p>C. Policy Committee Julie reports the committee is working on the GM Evaluation Procedure to be presented at the May meeting for approval.</p>
8. Democracy Project	<p>Julie reports that the committee met to determine goals of the project and information was submitted prior to the meeting for review. Julie requests that the board expand the charge of the democracy project definition working group be expanded to cover the entire project.</p> <p>Action Taken The board unanimously accepts the motion to expand the charge of the Democracy Project working group.</p>
EXECUTIVE SESSIONS OPENS	
9. GM Compensation	Board discussion about the GM compensation process.
10. Board Vacancy	Board review and discussion of applications to fill board vacancy.
EXECUTIVE SESSIONS CLOSES	
GM Compensation and Board Vacancy (Continued)	<p>Action Taken The board unanimously votes to appoint Margaret Johnstone to the board.</p> <p>Action Taken The board unanimously charges the GM Compensation working group to prepare an RFP for presentation at the May meeting.</p>

	Julie, Magdalena and Jodi Anderson volunteer to serve on this working group.
11. Closing	A. Next meeting, May 9, 2016 B. Outreach calendar assignments C. Other tasks and assignments D. Go around for comments
12. Meeting Adjourned	At 8:31 pm by Julie Zilles

TASKS TO BE COMPLETED

Who	Task	Due
GM Compensation Working Group	Prepare RFP	May meeting