

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

Present: Magdalena Casper-Shipp, Charles Delman, Tom Howley, Margaret Johnstone, Marissa Stewart, Ted Veselsky, Kristin Walters, Julie Zilles

Absent: None

Others Present: Satina Braswell, General Manager  
 Joanne Mierek, Wellness Manager, Interim GM  
 Tanja Hodges, Human Resources Manager  
 Jeffrey Chandler, Minute Taker

<b>Proceedings</b>	
<b>Meeting called to order</b>	At 6:16 pm by Julie Zilles
<b>1. Preliminaries</b>	<p><b>A. Guests/Owners</b>          Satina Braswell, General Manager          Joanne Mierek, Wellness Mgr, Interim GM          Tanja Hodges, Human Resources Manager          Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b>          Joanne Mierek noted she is here to observe, as suggested for her role as Secondary Interim GM.</p> <p><b>C. Agenda Amendments</b>          None</p>
<b>2. Board Study</b>	<p><b>A. Understanding Board Financials</b>          Julie Zilles advised this session is in response to feedback requesting more guidance from the office of the Treasurer in reviewing financial reports.</p> <p>Magdalena Casper-Shipp reviewed the structure of the EL B1 Report and what board members should be looking at to help fulfill their monitoring responsibilities. She also offered to loan out a copy of a book on Fiduciary Responsibility.</p> <p><b>B. Recent History</b>          Satina Braswell reviewed the recent financial history and trends with the board. She</p>

	<p>reviewed the recent monitoring of sales growth and potential reasons for the trend. Satina also discussed the staff changes, from GM transition to staff structure reconfiguration, and how they have potentially affected financial reports.</p> <p>Satina reviewed the recent second store campaign. She discussed things leading up to the second location project, such as SKU reduction, decreased staffing, and focus on current store projects in lieu of second location. She also fielded questions and elaborated on staffing turnover and loss of institutional knowledge.</p> <p><b>C. Future Plans</b> Satina presented upcoming promotional ideas, utilizing the information from the recent study performed by IBC. She noted plans to bring in a consultant for hands on, lecture based, observational projects, as well as the creation of an App. She reported projects on pricing and labeling are in the works, as well as a bakery expansion to capitalize on sales growth. She also advised the EL B2 report in December will give more detailed information.</p>
<p><b>3. Consent Agenda</b></p>	<p><b>A. Public Minutes from October Meeting</b> <b>B. Private Minutes from October Meeting</b> <b>C. GM Operational Update (MORe)</b> <b>D. Resignation from Colleen Wagner</b></p> <p><b>Action Taken</b> The board unanimously approved items C and D.</p> <p>Julie requested both items A and B be revised to specifically to note the GM compensation vote as approving the tiered schedule.</p> <p><b>Action Taken</b> The board approved items A and B as revised, Magdalena Casper-Shipp abstained as she was not in attendance at the October meeting.</p>

<p><b>4. GM Monitoring</b></p>	<p><b>A. EL B1 Financial Conditions &amp; Activities</b>  A typo found previously in the meeting was corrected. Julie asked if the board would still like this report monthly, to which there was general support of monthly reports.</p> <p><b>Action Taken</b>  The board unanimously accepted the report with acknowledgement of non-compliance.</p> <p><b>B. EL B2 Business Planning &amp; Financials</b>  Satina requested this report be accepted in December as on time and therefore in compliance. She also noted a permanent move to December might be appropriate. Charles Delman noted the report would not only have to be reviewed but also approved at the December meeting in order to go into effect on January 1<sup>st</sup> as required. Magdalena noted the board sets their budget in September without this budget approved and is therefore pending, delaying the report also delays the board's ability to accurately budget their expenses.</p> <p><b>Action Taken</b>  The board unanimously approved this year's report to be moved to December 2016.</p> <p>Julie noted a permanent move of this report would be discussed more fully when the monitoring schedule is discussed and approved.</p> <p><b>C. EL B3 Asset Protection</b>  Julie suggested some edits and clarifications.</p> <p><b>Action Taken</b>  The board unanimously accepted this report as in compliance.</p>
<p><b>5. Board Monitoring</b></p>	<p><b>A. BP C3 Agenda Planning</b></p> <p><b>Action Taken</b>  The board unanimously found themselves in compliance.</p>

	<p><b>A. BP C4 Board Meeting</b></p> <p><b>Action Taken</b> The board unanimously found themselves in compliance.</p>
<p><b>6. Committee Updates</b></p>	<p><b>A. Board Development Committee</b> Board members noted the retreat was good.</p> <p><b>B. Owner Outreach Committee</b> Currently vacant, will be filled tonight.</p> <p><b>C. Policy Committee</b> Charles Delman noted the GM Evaluation was reviewed and a procedure given prior to the meeting. He reviewed the suggested edits to the procedure.</p> <p><b>Action Taken</b> The board unanimously approved the edited procedure.</p> <p><b>D. Democracy Project Working Group</b> No report.</p>
<p><b>7. Board Admin</b></p>	<p><b>A. Committee Membership</b> Julie fielded interest via Basecamp and has proposed the following committee assignments:</p> <p><b>Board Development</b> Magdalena Casper-Shipp Margaret Johnstone</p> <p><b>Owner Outreach</b> Tom Howley Marissa Stewart</p> <p><b>Policy Committee</b> Charles Delman Ted Veselsky</p> <p><b>Democracy Project</b> Kristin Walters Julie Zilles</p> <p>Julie noted the change to a two-person committee structure allows for easier scheduling, more individual accountability,</p>

	<p>and the ability to focus on the democracy project.</p> <p><b>Action Taken</b> The board unanimously accepted the committee assignments.</p> <p><b>B. Committee Charges</b> Julie charged all committees to complete the following three items prior to the next meeting:</p> <ul style="list-style-type: none"> <li>- Elect a committee chair</li> <li>- Set a regular monthly meeting time</li> <li>- Review their charter</li> </ul> <p>She also noted she will attend each committee meeting this month to assist with the charges.</p> <p><b>C. Conflict of Interest</b> Julie allowed Magdalena the opportunity to share any conflict of interest publically as she was absent at the last meeting, she had none.</p>
<p><b>8. Board Vacancy &amp; Personnel</b></p>	<p><b>A. Review of Board Vacancy Procedure</b> Julie reviewed the policy regarding filling a vacant seat on the board. Noting the options as waiting until the next election cycle, filling with candidate(s) from previous election, filling from other qualified candidates, or having a special call for applicants.</p>
<p><b>EXECUTIVE SESSION OPENS</b> <b>EXECUTIVE SESSION CLOSSES</b></p>	
<p><b>8. Board Vacancy &amp; Personnel Continued</b></p>	<p><b>Action Taken</b> The board found the actions of the GM as reasonable and consistent with the appropriate policies and procedures for both personnel items. Marissa Stewart abstain from the vote.</p> <p><b>Action Taken</b> The board unanimously agreed to offer the vacant board seat to John Orawiec.</p>
<p><b>9. Closing</b></p>	<p><b>A. Next meeting December 12<sup>th</sup>, 2016</b> Watch for venue notifications.</p> <p><b>B. Outreach calendar assignments</b></p>

	<b>C. Other tasks and assignments</b> <b>D. Go around for comments</b>
<b>Meeting Adjourned</b>	At 8:39 pm by Julie Zilles