

Common Ground Food Co-op  
 Board Meeting Minutes  
 November 13, 2017  
 6:15 pm to 8:15 pm  
 Urbana Civic Center, Urbana Illinois

Present: Karen Carney, Magdalena Casper-Shipp, Charles Delman, Margaret Johnstone,  
 Keith McKenney, Karen Medina, Marissa Stewart, Kristin Walters, Julie Zilles

Absent: None

Others Present: Tim Sullivan, Interim GM  
 Joanne Mierek, Chief Operating Officer  
 Jeffrey Chandler, Minute Taker

<b>Proceedings</b>	
<b>Meeting called to order</b>	<b>At 6:17 pm by Julie Zilles</b>
<b>1. Preliminaries</b>	<p><b>A. Guests/Owners</b></p> <p style="text-align: center;">Tim Sullivan, Interim GM          Joanne Mierek, Chief Operating Officer          Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b>          None.</p> <p><b>C. Agenda Amendments</b>          MORE Report added as item 2D.</p> <p><b>Action Taken</b>          The board unanimously approved the agenda as amended.</p>
<b>2. Consent Agenda</b>	<p><b>A. Public Minutes from October Meeting</b>  <b>B. Private Minutes from October Meeting</b>  <b>C. Public Minutes from Second October Meeting</b>  <b>D. MORE Report</b></p> <p><b>Action Taken</b></p>

	<p>The board approved the consent agenda.</p>
<p><b>3. Board Monitoring</b></p>	<p><b>A. BP C3 Agenda Planning</b>  Keith McKenney asked for clarification of “executive limitations”, Julie Zilles noted any report beginning “EL” which cover GM Monitoring. Charles Delman and Julie noted reports and documents could be turned in 7 days ahead of the meeting more regularly. Magdalena Casper-Shipp noted this policy says reports should be submitted to the President, whereas currently anyone can post to the agenda. Julie advised when reports are submitted to her it allows her to better organize the agenda, but if a report is being submitted close to a meeting she would rather it be posted than wait to be organized.</p> <p><b>Action Taken</b>  The board unanimously found themselves in compliance.</p> <p><b>B. BP C4 Board Meetings</b>  Magdalena remarked the board meetings are to be open to the membership, but no check is performed to make sure guests in attendance are members. Charles noted any confidential information and discussions are held in Executive Session.</p> <p><b>Action Taken</b>  The board unanimously found themselves in compliance</p>
<p><b>4. Committee Updates</b></p>	<p><b>A. Board Development Committee</b>  Magdalena thanked everyone for their participation in the retreat.</p> <p><b>B. Owner Outreach</b></p>

This committee is currently vacant. Julie noted the outreach task calendar is on basecamp with a few logistical edits.

**C. Policy Committee**

Charles presented the GM Contract prior to the meeting. Magdalena asked about the 15 day requirement for the GM to cure any non-compliance with Executive Limitation reports, noting that would be a tight timeline. Charles clarified the clause requires at least 15 days but it could be more depending on the situation. It was also clarified the clause allows the board to terminate the GM for non-compliance but does not require it.

Charles posed the question if the arbitration clause is necessary, which would essentially split the cost of arbitration.

**Action Taken**

The board unanimously moves to remove the red language from item 14.

The board next discussed the issue of severance pay. Charles noted the current contract grants 30 days of severance, however the lawyer thinks 6 months is standard, and Charles added that may convey confidence to candidates. Marissa Stewart added she sees 2 weeks to a month of severance standard, and feels more severance could be given in special circumstances. Julie added the contract is also negotiable with the candidate, so if a candidate feels strongly about this item, they could potentially negotiate. There was also discussion about a clause allowing the Co-op to get out of not paying severance if they could prove cause.

**Actions Taken**

	<p>The board unanimously moved to keep severance at 30 days.</p> <p><b>Action Taken</b>  The board passed a motion to remove language providing the Co-op with a way out of severance. 7 aye, 2 nay</p> <p>There was further discussion regarding the 15 day requirement noted earlier, non-compliance versus willful failure, what constitutes a board approved plan, etc. Due to time Julie advised the policy committee should further review these points and resubmit for approval next month. Charles welcomed input.</p> <p><b>D. GM Search Committee</b>  Marissa reported a contract has been signed with the recommended recruiter. Kristen Walters also spoke with them to assist with marketing Champaign-Urbana as a place to live. Updates have been sent to both the owners and staff. The personality survey is due Wednesday.</p>
<p><b>5. Board Admin</b></p>	<p><b>A. Committee Membership</b>  Julie presented a slate of committee membership based on board member interest and need as follows:</p> <p><b><u>Board Development</u></b>  Magdalena Casper-Shipp  Margaret Johnstone</p> <p><b><u>Owner Outreach</u></b>  Karen Medina  Marissa Stewart  Kristen Walters</p>

**Policy**

Charles Delman  
Keith McKenney

**Visioning**

Karen Carney  
Julie Zilles

**GM Search**

Magdalena Casper-Shipp  
Karen Medina  
Marissa Stewart  
Julie Zilles

Magdalena asks if the Financial Working Group is still required, Julie notes while Interim GM in place it is not currently necessary.

**Action Taken**

The board unanimously approved the slate of committee memberships.

**B. Committee Charges**

Julie charged each committee to do the following before the next board meeting:

- Set a regular monthly meeting time
- Elect a Chair
- Review Committee Charter for updates and board review.

Julie offered to attend first committee meeting if desired, and requested to be included in scheduling communication.

<p><b>Board Study Financials (continued)</b></p>	<p><b>Action Taken</b></p> <p>The board approved an amendment to the agenda to discuss the upcoming lease with Lincoln Square. Keith McKenney abstained by default as he was temporarily absent.</p>
<p><b>6. GM Monitoring</b></p>	<p><b>A. EL B1 Financial Conditions and Activities</b></p> <p><b>Action Taken</b></p> <p>The board accepted the report with acknowledgement of non-compliance.</p> <p><b>B. EL B2 Business Planning and Financial Budgeting</b></p> <p>Julie notes this budget sets the targets for EL B1 moving forward.</p> <p><b>Action Taken</b></p> <p>The board accepted the report as in compliance.</p> <p><b>C. Nov 2017 IGM Report</b></p> <p><b>Action Taken</b></p> <p>The board accepted the report as in compliance.</p> <p>Keith, Kristen and Charles indicated interest in the Lease Working Group. Julie advised working group will be informal for now.</p> <p>Tim added per the tabling discussion at the retreat, he would like to see if the board is interested in working up front bagging groceries to meet customers in the store. Numerous board members showed interest and volunteered.</p>

<b>7. Closing</b>	<b>8. Next meeting December 11, 2017</b> Urbana Civic Center <b>9. Outreach calendar assignments</b> <b>10. Other tasks and assignments</b> <b>11. Go around for comments</b> None
<b>Meeting Adjourned</b>	<b>At 8:30pm by Julie Zilles</b>