

Common Ground Food Co-op  
 Board Meeting Minutes  
 December 12, 2016  
 6:15 pm to 8:15 pm  
 Urbana Free Library, Satterthwaite Conference Room

Present: Charles Delman, Tom Howley, Margaret Johnstone, John Orawiec, Marissa Stewart, Kristin Walters, Julie Zilles

Absent: Magdalena Casper-Shipp, Ted Veselsky

Others Present: Satina Braswell, General Manager  
 Phyllis Bruno, Finance Manager  
 Jeffrey Chandler, Minute Taker

| Proceedings                    |   |
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| <b>Meeting called to order</b> | At 6:15 pm by Julie Zilles  |
| <b>1. Preliminaries</b>        | <p><b>A. Guests/Owners</b><br/>           Satina Braswell, General Manager<br/>           Phyllis Bruno, Finance Manager<br/>           Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b><br/>           Julie Zilles asked for introductions from those present and to welcome John Orawiec to the board.</p> <p><b>C. Agenda Amendments</b><br/>           Julie noted some reports were updated today and the board could determine if they wanted to vote when discussing the report later. She also added item 7d to discuss board policies.</p>  |
| <b>2. Board Study</b>          | <p>Julie advised this month is the regularly scheduled review of staff treatment. With many new board members Julie asked Satina to review the recent history of staff treatment related issues, improvements, and trends.</p> <p><b>Recent History / Safe Conversation</b><br/>           Satina reviewed recent staffing events and changes. She noted the recent GM turnover, multiple staff structure changes and the addition and eventual dissolution of the central merchandising department. She reviewed recent and current issues as building support structure, documentation, second store pressure and turnover.</p> |

Satina also presented on specific issues, including readiness, lack of input, and a disconnection from ends that were reported by staff when she returned from maternity leave. Since then she has met with numerous staff members, and increased the openness of communication and confidence in processes with the staff. She noted staff currently asking about improvements to wages and benefits, both of which she is researching. She also added that work is ongoing to develop training and other procedural documentation. Satina also advised the recent staff structure change is calming down and turnover metrics are improving.

Satina initiated discussion regarding the staff survey in regards to what data is collected, what questions should be asked, how often the survey should be required and the benefits of the survey. There was general agreement from the board that the data collected is important at identifying key issues, but there were also comments regarding focusing questions and being realistic with staff about what they should expect from the results. Per request, Satina reviewed that the survey will be completed by a third party to maintain anonymity, cost of survey, and also more detailed information regarding questions asked. Julie advised she will follow up with board to collect more input regarding survey specific ideas and questions.

Kristin Walters asked Satina what she feels her strengths and weaknesses are in regards to staff treatment. Satina noted she has had more skip-level meetings with staff to allow for open communication about managerial issues, however she notes she has a very direct manner of speaking which is not always received well when discussing delicate or difficult issues with staff, so she is working on that. She reported she is working on creating an environment that encourages departmental meetings to address questions and concerns and allow for input.

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|                                 | <p>Charles Delman asked questions about the most recent HR Audit. Satina advised she is streamlining the review structure to be two times a year and everyone at the same time. Noting this should improve timeliness and thoroughness of reviews. Charles also asked what improvements suggested by staff have been implemented. Satina reported she generally responds to this kind of approved input by empowering the employee to take their input back to the department and pursue the improvements with the help of the department manager. She added a lot of the input she receives is regarding improvement to facilities or equipment. Marissa Stewart asked how often the HR Audit occurs, Satina advised every five years, but with staff structure changes ongoing she is looking into a three year schedule.</p>   |
| <p><b>3. Consent Agenda</b></p> | <ul style="list-style-type: none"> <li><b>A. Public Minutes from November Meeting</b></li> <li><b>B. Private Minutes from November Meeting</b></li> <li><b>C. GM Operational Update (MORe)</b></li> <li><b>D. Monthly Financials</b></li> </ul> <p><b>Action Taken</b><br/>The board unanimously approved items C and D.</p> <p>Julie requested both items A and B be revised to reflect Tanja Hodgen as Tonja Hodges, and Joanna Mierek to be noted as Second Emergency GM instead of Interim GM. Julie also noted in the Policy Committee Report the GM Evaluation should be documented as a procedure, not a policy. Marissa Stewart added the vote regarding staffing concerns shows as unanimous and she verbally abstained. Margaret Johnstone advised she will make edits.</p> <p><b>Action Taken</b><br/>The board unanimously approved items A and B as revised.</p> |

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| <p><b>4. GM Monitoring</b></p>     | <p><b>A. EL B2 Business Planning</b><br/> The board reviewed the report and found two items out of compliance. John asked for more specific information regarding the financial report and investment opportunities. Phyllis Bruno advised the current bank used allows for no fees and fairly competitive interest rates. Multiple board members noted the plan to return to compliance as ‘reduce debt and increase sales growth’ was not a sufficient plan.</p> <p><b>Action Taken</b><br/> The board unanimously voted to not accept the report and required a revision to be submitted in January noting a specific timeline and plan to bring report back into compliance.</p> <p><b>B. EL B6 Staff Treatment</b><br/> Marissa asked if compliance based on the HR Audit from 2013 reflects current compliance needs. It is noted the report is in compliance based on what is requested, but what is requested may need to be addressed. The policy was sent to the Policy Committee for review.</p> <p><b>Action Taken</b><br/> The board unanimously accepted the report as in compliance.</p> <p><b>C. EL B9 Emergency GM Succession</b><br/> This report was submitted with edits earlier today based on delay in requesting different information. The board did not feel prepared to vote, the review of this policy was delayed until the January meeting.</p> |
| <p><b>5. Board Monitoring</b></p>  | <p><b>A. BP C7 Committee Principles</b></p> <p><b>Action Taken</b><br/> The board unanimously found themselves in compliance.</p>  |
| <p><b>6. Committee Updates</b></p> | <p><b>A. Board Development Committee</b><br/> A proposed board study schedule was submitted prior to the meeting. Kristin noted from previous discussions a review on how the board can better educate staff and</p>   |

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|                              | <p>owners of their function could be discussed in more detail. It was decided committees could address in conjunction with Satina and present ideas to the board. Magdalena Casper-Shipp will serve as chair of this committee.</p> <p><b>Action Taken</b><br/>The board unanimously accepted the board study schedule draft as submitted.</p> <p><b>B. Owner Outreach Committee</b><br/>The report was skipped for time. Marissa Stewart will serve as chair of this committee.</p> <p><b>C. Policy Committee</b><br/>Charles Delman will serve a chair of this committee. Charles advised he sent revision of BP C6 Officer Roles out prior to meeting and asked for questions and comments, there were none.</p> <p><b>Action Taken</b><br/>The board unanimously approved the edited policy.</p> <p><b>D. Democracy Project Working Group</b><br/>Julie noted the January board study topic will cover the democracy project. Julie Zilles will serve as chair of this working group.</p> |
| <p><b>7. Board Admin</b></p> | <p><b>A. Committee Charters</b><br/>Committees submitted their charters prior to the meeting, changes and additions were reviewed.</p> <p><b>Action Taken</b><br/>The board unanimously accepted the committee charters as presented.</p> <p><b>B. Conflict of Interest</b><br/>Julie asked John Orawiec to publically share his conflict of interest. John noted his wife is an employee of the co-op, and has agreed to abstain from any votes with potential conflict of interest.</p>   |

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|                                 | <p><b>C. Board Budget</b><br/> The updated budget was provided prior to the meeting. Satina and Phyllis mentioned they were not aware there was a budget prior to this one and wanted to ask the board to look into a decrease/revision. Julie advised she will contact them and Magdalena to confirm final budget for board approval.</p> <p><b>D. Board Policies</b><br/> A request from an individual for a copy of board policies was received. There was discussion regarding concerns of privacy and security and conversely transparency and public perception. It was ultimately decided to develop and review a policy regarding the public availability of the board policies, and to reply to this request noting a review in progress and offer to meet the interested party for an in-person review with a board member.</p> |
| <p><b>8. Closing</b></p>        | <p><b>A. Next meeting January 9, 2017</b><br/> Watch for venue notifications.</p> <p><b>B. Outreach calendar assignments</b><br/> Newsletter – Magdalena<br/> Tabling – Charles &amp; Tom</p> <p><b>C. Other tasks and assignments</b></p> <p><b>D. Go around for comments</b></p>  |
| <p><b>Meeting Adjourned</b></p> | <p>At 8:30 pm by Julie Zilles</p>   |