

Common Ground Food Co-op
 Board Meeting Minutes
 November 15, 2021
 6:15 pm to 8:15 pm
 Google Videoconference

Present: Ben Galewsky, JP Goguen, Ming Kuo, Andrew Muller, Robert Taylor

Absent: Taidghin O'Brien, Calvin Wang, Mel Weinstein

Others Present: Gary Taylor, General Manager
 Madeleine Wolske, Owner
 Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:20 pm by JP Goguen
1. Preliminaries	<p>A. Guests/Owners Gary Taylor, General Manager Madeleine Wolske, Owner Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment Madeleine Wolske offered an introduction and noted interest in a board appointment.</p> <p>C. Agenda Amendments There was discussion regarding quorum, noting without quorum the meeting can continue but no votes can be made.</p>
2. Board Study	<p>A. Finalize Board Retreat The board retreat will be held this coming Saturday, November 20th at 9am at Ben Galewsky's house. COVID testing prior to the retreat to ensure safety was requested. Select virtual portions will be available for members not wishing to attend in person. Lunch to be supplied by the co-op. Todd Wallace will arrive late on Friday night through Sunday.</p> <p>Agenda topics will include board size, function, efficiency, productivity, and calendar, as well as owner engagement, outreach, and communication. Additional topics regarding board diversity, value</p>

	alignment, and the board’s managerial relationship with the GM were offered.
3. Consent Agenda	<p>A. Public/Private Minutes from October Meeting</p> <p>B. Monthly Financials</p> <p>C. GM Operational Update (MORe)</p> <p>Action Taken The board unanimously accepted the consent agenda as submitted.</p>
4. GM Monitoring	<p>A. EL B1 Financial Condition and Activities Gary noted non-compliance on the gross profit margin metric. He explained that all the interest from owner loans hit in one quarter, whereas it would be ideal if it were spread out over the year. He reviewed other notable items.</p> <p>Action Taken The board unanimously accepted the report with acknowledgement of non-compliance.</p> <p>B. EL B2 Business Planning and Financial Budgeting Gary noted compliance and reviewed highlights from the report. He mentioned issues with supply chain delays. He also mentioned the wage increase of \$1/hour across the board next year. The board mentioned a couple of dates requiring an update.</p> <p>Action Taken The board unanimously accepted the report in compliance subject to revised dates.</p>
5. Board Monitoring	<p>A. Board Policy C3 – Agenda Planning It was mentioned that it remains difficult to create and maintain a multi-year plan with the amount of board turnover.</p> <p>B. Board Policy C4 – Board Meetings General discussion, but no issues were raised.</p>

<p>6. Committee Updates</p>	<p>A. Board Development Committee JP reported that the committee has not met since the previous meeting. He did note that he has been working on appointment recruiting. JP noted that looking at the store staff as potential board members. Ben questioned issues with quorum which may require expedited appointments. A change in the size of the board is a bylaw change which would need to be voted on by the ownership at the MOO.</p> <p>B. Owner Outreach Committee No report.</p> <p>C. Policy Committee No report.</p>
<p>7. Board Admin</p>	<p>A. Treasurer’s Report Calvin Wang provided an email prior to the meeting noting delayed reporting which subsequently delayed his report. Brief discussion regarding the board budget which still awaits approval. General consensus to table the vote on the board budget to December.</p> <p>Action Taken The board unanimously voted to table the discussion of the board budget until December.</p> <p>B. Board Meeting Space Continued discussion regarding potential space for in-person meetings when they resume. Discussion of the continued need for virtual or hybrid options as well.</p> <p>C. Board Absenteeism Taidghin O’Brien is not in attendance again this month. In October, it was decided that he could continue the board if he attended in November. The board considered the continued absenteeism as his resignation effective immediately.</p> <p>D. Board Officers</p>

	<p>It was noted at a special meeting of the board earlier in the month the following slate of officers was elected:</p> <p>President: JP Goguen Vice President: Ben Galewsky Treasurer: Calvin Wang Secretary: Ander Muller</p>
EXECUTIVE SESSION OPENS	
8.	<i>removed from public minutes</i>
EXECUTIVE SESSION CLOSSES	
9. Closing	<p>A. Next meeting December 20th, 2021 B. Outreach Calendar Assignments Newsletter: Andrew Muller on the Board Retreat C. Other Assignments Board Retreat: November 20th @ 9am D. Check-out</p>
10. Adjourned	At 7:52 pm by Robert Taylor