

Common Ground Food Co-op  
 Board Meeting Minutes  
 February 14, 2022  
 6:15 pm to 8:15 pm  
 Google Videoconference

Present: Jon Barnes, Ben Galewsky, JP Goguen, Andrew Muller, Robert Taylor, Calvin Wang, Madeleine Wolske

Absent: Ming Kuo

Others Present: Gary Taylor, General Manager  
 Lisa Bralts, Owner  
 Jeffrey Chandler, Minute Taker

<b>Proceedings</b>	
<b>Meeting called to order</b>	<b>At 6:15 pm by JP Goguen</b>
<b>1. Preliminaries</b>	<p><b>A. Guests/Owners</b>          Gary Taylor, General Manager          Lisa Bralts, Owner          Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b>          None</p> <p><b>C. Agenda Amendments</b>          None</p>
<b>2. Board Study</b>	<p><b>A. Social Media and Owner Engagement</b>          Ben Galewsky introduced Lisa Bralts as a former board member and reviewed her social media engagement experience. Ben detailed the various levels of membership engagement and advised different strategies might be necessary depending on the desired level of engagement of different owners. Lisa encouraged offering diverse levels of involvement and identifying active members who may not want to serve on the board but would serve as ambassadors for the co-op or board, for example former board members. There was discussion about options for newsletter</p>

	<p>distribution, format, and function. Madeleine Wolske contributed that a project to change the newsletter format that is more interactive would require specific management and maintenance. JP Goguen noted concern with Board members contributing individually while maintaining a unified board voice. The Owner Outreach Committee will continue to follow up on these ideas and discussion.</p>
<p><b>3. Consent Agenda</b></p>	<p><b>A. Public/Private Minutes from January Meeting</b>  <b>B. Treasurer’s Report</b></p> <p><b>Action Taken</b>  The board unanimously accepted the consent agenda as submitted.</p>
<p><b>4. Monthly Operations Report and Financials</b></p>	<p><b>A. MOR(e) Report</b>  It was noted the closures and impact of the February snowstorm will not be reflected until next month, though Gary Taylor noted the stock up prior to and after the storm evened out the loss of sales for the two days the store was closed. Gary advised an employee survey is coming out, but data will not be available until April, the board calendar was adjusted to reflect this. Ben asked about beer and wine margins, and Gary replied that there was a change in staff in the department followed by work to improve margins. Additional discussion regarding other departments and updates. Gary explained the new stock column as a process initiated by a new grocery management employee.</p>
<p><b>5. GM Monitoring</b></p>	<p><b>A. EL B1 – Financial Condition and Activities</b>  Gary noted the report is submitted out of compliance because sales goals were not met. Gary explained sales growth guidelines from NCG vs. budgeted sales. He mentioned a new competitor in CostCo, as well as pandemic related</p>

	<p>issues that continue to affect sales growth. Gary went on to explain the sales growth focused initiatives that are planned. Gary discussed how the supply chain issue has affected overall sales for the year. The board discussed allowing Gary more time to complete the report and to revisit it next month. Gary discussed the change in debt-to-equity ratio as some owner loans moved from long-term debt to current debt. There was additional conversation regarding tax payments and refunds.</p> <p><b>Action Taken</b></p> <p>The board unanimously voted not to accept the report and asked for an updated report by or before the March meeting.</p>
<p><b>6. Board Monitoring</b></p>	<p>The board reviewed the policies. No discussion.</p> <p><b>A. Board Monitoring Report D1 - Unity of Control</b></p> <p><b>B. Board Monitoring Report D2 - Accountability of GM</b></p> <p><b>C. Board Monitoring Report D3 - Delegation to GM</b></p>
<p><b>7. Owner Loan Payment Options</b></p>	<p>Gary reviewed the owner loan repayment options on the table, noting his desired outcome to reduce long-term and current debt. There was discussion about using the repayment strategically for marketing and engagement purposes.</p> <p><b>Action Taken</b></p> <p>The board unanimously approved the repayment of owner loans as proposed by Gary Taylor.</p>
<p><b>8. Committee Updates</b></p>	<p><b>A. Board Development Committee</b></p> <p>Robert Taylor noted the committee did not meet during the past month.</p>

	<p><b>B. Owner Outreach Committee</b></p> <p>Madeleine Wolske advised she was chosen as chair of the committee. The committee would like to be renamed as the Owner Engagement Committee instead of Outreach. The committee is working with the marketing staff to develop a board infographic. The committee will bring their revised charter next month. She also provided a list of owner engagement activities the marketing staff has compiled from previous boards, committees, and other contributors that individual board members could consider as outreach activities, please follow up with Madeleine if interested.</p> <p><b>C. Policy Committee</b></p> <p>Calvin Wang reported the committee met electronically to discuss the B7 policy change to accommodate a different reporting deadline for the store to accommodate board meetings on the second Monday of the month. Calvin provided and reviewed the proposed wording. JP Goguen requested an overall updated file which Andrew Muller volunteered to complete. Additionally, the committee will establish a change log for posterity regarding why changes to policies occurred.</p> <p><b>Action Taken</b></p> <p>The board unanimously voted to approve the revised policy.</p>
<p><b>9. Committee Reports (continued)</b></p>	<p><b>A. Store Strategy Committee</b></p> <p>Gary reviewed his discussion with the market study consultant, Debbie. Gary advised the market study weighed three options: 1. Expanding in place, 2. An additional site in west Champaign (Springfield &amp; Mattis), and 3. An additional site in southwest Champaign (The Fields). The board was provided with the findings of the study for review to be kept extremely confidential.</p>

<b>Closing</b>	<ul style="list-style-type: none"><li><b>A. Next meeting March 14th, 2022</b></li><li><b>B. Outreach Calendar Assignments</b><ul style="list-style-type: none"><li><b>March Newsletter:</b> Ming Kuo to interview Jon Barnes</li><li><b>April Newsletter:</b> Madeleine Wolske on the new board infographic (also plans to watch newsletter clicks and opens), and short announcement regarding the FinMOO from Calvin Wang</li></ul></li><li><b>C. Other Assignments</b></li><li><b>D. Check-out</b></li></ul>
<b>b. Adjourned</b>	<b>At 8:25 pm by JP Goguen</b>