

Common Ground Food Co-op
 Board Meeting Minutes
 January 11, 2021
 6:15 pm to 8:15 pm
 Zoom Videoconference

Present: Brandon Boys, Ben Galewsky, JP Goguen, Ming Kuo, Robert Taylor, Calvin Wang

Absent: Taidghin O'Brien

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

Proceedings	
Meeting called to order	At 6:16pm by Robert Taylor
1. Preliminaries	<p>A. Guests/Owners Gary Taylor, General Manager Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment None</p> <p>C. Agenda Amendments Executive Session was removed.</p> <p>Action Taken The board unanimously accepted the agenda as amended.</p>
2. Board Study	<p>A. Board Retreat Part 2 Robert reviewed information regarding the second retreat schedules for January 23rd. He noted a discussion Evelyne Tardy and he had with Todd Wallace who provided some guidance. He presented an agenda which would help to check-in with board members regarding the Ends, diversity, equity, and inclusion. Additionally, they plan to discuss what the board would like to do with the information gained from the consultation with elizaBeth Simpson. They would then decide if the information is useful currently, and if not, what else should the board be doing. Robert added he would also like to look into and potentially establish a mission statement. JP Goguen commented that he</p>

	<p>would also like to review some of the operational items, like the study session calendar, communication, document retention, and general processes, etc. Brandon Boys agreed with JP adding he would like a focused outcome and action items. Ben Galewsky noted that with Evelyne no longer serving on the board, there may need to be some re-delegation of duties and/or focus. There was a merger of the two ideas to cover parts of both plans. The board retreat will be held virtually from 9am-12pm on January 23rd.</p>
<p>3. Consent Agenda</p>	<p>A. Public Minutes from December Meeting B. Monthly Financials C. GM Operational Update (MORe)</p> <p>Action Taken The board unanimously approved the consent agenda without the GM Operational Update.</p> <p>JP asked if the sales number fluctuation in December was based on holiday differences year-over-year. Gary noted yes holidays were a factor, in addition the owner appreciation days which were the second week this year and the first week the year prior. There was additional discussion regarding the calendar year end growth rate. Ben asked about the year-over-year basket size. Gary noted people are shopping less, but buying twice as much. JP also clarified what Basset training was, and Gary noted it is required alcohol distribution training. Calvin Wang clarified the sales to labor metric.</p> <p>Action Taken The board unanimously accepted the GM Operational Update.</p>
<p>4. GM Monitoring</p>	<p>A. EL B3 Asset Protection Ben Galewsky noted there is no reporting on shrinkage which he would like to see. He advised he would bring to the Policy Committee to discuss a specific shrinkage</p>

	<p>metric or expectation. Gary replied that the store has inventory quarterly, but he also watches gross profit to determine if shrinkage is an issue, but ultimately agreed reporting shrinkage would be beneficial. NCG was also mentioned as a potential resource.</p> <p>Per request Gary reviewed the current store shoplifting policy and processes. JP offered that he is aware of employees who have taken goods that were unfit for sale and asked what the specific policy is, to which Gary advised Department Managers decide what is unfit to sell and add them to the shrink bin. Employees may take up to three similar items from the shrink bin at a time. Ming Kuo noted this effort to curtail food waste would be good for owners to know. There was additional discussion regarding stocking to meet demand.</p> <p>Action Taken The board unanimously accepted the policy as in compliance.</p>
<p>5. Board Monitoring</p>	<p>A. Board Process C2 – Board Job Description Ben noted a continued issue with establishing a meaningful relationship with owners. Discussion regarding the board’s role in policy governance.</p> <p>The compliance of this policy will be evaluated in July 2020 will all other Board Monitoring policies.</p>
<p>6. Committee Updates</p>	<p>A. Board Development Committee JP reported that the committee met twice this month and reviewed their charter and selected JP as chair. He noted the committee’s immediate work will be helping to fill the two board vacancies. He noted the application would be due by January 25th with interviews to follow-up. They will also reach out to individuals who have run or served in the past. He further noted the committee’s discussion of working towards greater board diversity and including</p>

recruitment efforts towards staff. Robert asked if the board would like to review prior to distribution, there was general consensus the information should be distributed as soon as possible without review.

JP reported that he tested out G-Suite access and document sharing to investigate replacing Basecamp. Establishing a G-Suite account would allow for documents to remain with the board as opposed to being linked to individual members, because documents would become unavailable as individuals left the board. Brandon detailed some of the additional functions of G-Suite. Calvin noted the cost would still be plausible within the board budget, though he would like to clarify if G-Suite would replace the cost needed for Zoom. Gary noted the store uses Google Meet internally, so they plan to test the ability for the general public to join a Google Meet meeting without a Gmail or google account. JP noted an overlap of Basecamp and G-Suite would be necessary while items are moved and organized.

B. Owner Outreach Committee

Calvin, as the only committee member present, reported the committee met once in December. They discussed the coffee hours they held, and noted no owners attended. They agreed they need to re-evaluate the kinds of events and opportunities in which owners want to participate. They also noted each board member should sign up for at least one newsletter, which will be further discussed at the upcoming board retreat.

C. Policy Committee

Ben reported the committee met virtually regarding potential policy changes.

D. Visioning Working Group

Robert reported the committee has not met yet, but will hopefully meet prior to the February meeting.

7. Board Admin

A. Monitoring Calendar

Robert noted the current strategy is to follow the monitoring calendar used in 2020, but board members have been debating revisions. Ming mentioned the uncertainty regarding the three year rotation of GM monitoring which is a NCG suggested process. Robert will look into reviewing with Todd Wallace for further clarification. Ben also provided some clarification of the three year goal oriented plan and the GM's annual review. Further discussion was deferred to the Policy Committee who will bring information back in February at which point a vote will be discussed.

B. Treasurer Report

Calvin advised no notable items in the last month. He reviewed one item in regard to consultation invoices. There was further discussion regarding consultation invoices and services.

Action Taken

The board unanimously approved the Treasurer's Report.

C. Financial Audit

Robert noted the board needs to decide between an audit and a review. Gary noted his discussion with Wegner's in which they indicated the last full audit was in 2019, meaning 2020 and 2021 would usually have reviews completed, as opposed to an audit. Gary asked if the COVID related financials, including the PPE loan, would trigger an audit. Wegner's indicated it would not be required. There was additional clarification and discussion regarding the difference between the processes and the best option for 2020 versus 2021.

Action Taken

The board unanimously voted to have a financial review completed for 2020.

Calvin asked about the variability of the review cost, as noted by previous Treasurer

	<p>Magdalena Casper-Shipp. Gary noted the more communication with Wegner's the more the review costs and that in 2019 there was a lot of communication regarding their errors and COVID-related delays during the process.</p> <p>D. New Business</p> <p>Ming raised questions regarding policy EL B6 regarding staff treatment and the reactions from the board's previous communication regarding a staff termination. She noted that there have been accusations of the board being unreasonable and closed off. She would like to let the public know we are a good employer with policies that are thoroughly reviewed and upheld. Robert noted he has yet to send the follow-up communication as he still requires board review and input. There was additional discussion regarding extending positive public relations campaign like spotlighting employees who are satisfied with the co-op, inviting owners to board meetings, and inviting them to join the board. This topic will be further discussed by the Policy Committee. Robert repeated his ask regarding the information to send in the owner response, and received no objection to the letter as written.</p>
<p>8. Closing</p>	<p>A. Next meeting February 8th, 2021</p> <p>B. Outreach Calendar Assignments Newsletter: Robert Taylor</p> <p>C. Other Assignments Retreat: January 23rd 9am-12pm</p> <p>D. Check-out</p>
<p>Adjourned</p>	<p>At 8:28 pm by Robert Taylor</p>