

Common Ground Food Co-op
 Board Meeting Minutes
 October 12, 2020
 6:15 pm to 8:15 pm
 Zoom Videoconference

Present: Brandon Boys, Colin Dodson, Ben Galewsky, JP Goguen, Ming Kuo, Taidghin O'Brien, Evelyne Tardy, Robert Taylor, Calvin Wang

Absent: None

Others Present: Gary Taylor, GM
 Karen Carney, Outgoing Board President
 Magdalena Casper-Shipp, Outgoing Board Treasurer
 Rey Dalitto, Owner
 elizaBeth Simpson, Consultant, Owner
 Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:18 pm by Karen Carney
1. Preliminaries	<p>A. Guests/Owners Gary Taylor, GM Karen Carney, Outgoing Board President Magdalena Casper-Shipp, Outgoing Board Treasurer Rey Dalitto, Owner elizaBeth Simpson, Consultant/Owner Jeffrey Chandler, Minute Taker</p> <p>Attendees all introduced themselves, as this is the first meeting of the new board, and guests are present.</p> <p>B. Public Comment None</p> <p>C. Agenda Amendments</p> <p>Karen Carney noted that Ben Galewsky will lead Policy Governance section this evening. Karen also sent Columinate information and added 7C in Board Admin for a discussion and vote. Visioning Update with elizaBeth Simpson added to Board Study.</p> <p>Action Taken</p>

	<p>The board unanimously approved the agenda amendments.</p>
<p>2. Board Study</p>	<p>A. Visioning Update elizaBeth Simpson noted she provided updated information today and reviewed the project so far for the new board members. She reviewed the recent survey and noted only 65 responses were received. Of those 65 only 3 participants did not identify as white. She posed a question to the board if the project should proceed with those results knowing they are not representative of the community, or do targeted outreach to get more diverse replies. She would also like to clarify who is serving on the committee now that the new board is formed. Karen noted the standing committee membership is not decided until after the retreat in November. She further noted people could volunteer for now and see if they like it, or they could join this and another standing committee. elizaBeth reviewed the timeline of the project.</p> <p>Brandon Boys asked what elizaBeth as a consultant has already accomplished, and what is yet to be done to understand what financial contracts the board has entered with her. Brandon feels further commitments from the board need to wait after the retreat so new board members can become more acclimated to the project. Karen also added that more specific information regarding what was approved should be clarified for board members.</p> <p>B. Financial Education Magdalena Casper-Shipp provided and reviewed a presentation on what board members should look for while reviewing the EL B1 report. Magdalena and Gary Taylor both noted they are available for questions.</p> <p>C. Policy Governance Ben Galewsky advised Columinate is a group that provides consultation to co-ops, and presented their 10 important concepts of</p>

	<p>policy governance. Concepts included the unique position of the board, board holism, means and Ends policy, delegation of authority, executive limitations, reasonable interpretation, monitoring, and the decision tree.</p>
<p>3. Consent Agenda</p>	<p>A. Public Minutes from September Meeting B. Private Minutes from September Meeting C. GM Operational Update (MORe)</p> <p>Action Taken The board unanimously approved the consent agenda as a whole. New board members abstained.</p>
<p>4. GM Monitoring</p>	<p>None</p>
<p>5. Board Monitoring</p>	<p>A. Board Process C5 – Code of Conduct Karen noted that per a decision last year the last board reviewed all processes at the same time once a year, though other boards in the past review and approve a couple of processes every month. There was discussion in favor of continuing to do it once a year, as well as, in favor of discussing this at the retreat to bring new board members up to speed before they vote.</p> <p>Ben noted review of the Code of Conduct is critical, Karen added new board members were supposed to submit their Code of Conduct forms to Magdalena. Colin will get these from Magdalena if available.</p> <p>B. Board Process C1 – Governing Style No discussion.</p> <p>C. Conflicts of Interest Karen reviewed this process and encouraged members to share their conflicts of interest. Board members shared potential areas of conflict of interest and were directed to turn in their forms to Colin Dodson. JP asked if electronic signatures were acceptable, Karen asked that a paper copy be mailed to or dropped off at the store. Taidghin O’Brien</p>

	<p>asked of all three forms can be sent at the same time, Colin noted they would give the W-9 to Carmen Doerr.</p>
<p>6. Committee Updates</p>	<p>D. Board Development Committee JP Goguen noted the committee completed the election process, and will be looking at the calendar for the next year shortly.</p> <p>E. Owner Outreach Committee No report.</p> <p>F. Policy Committee No report.</p> <p>G. Visioning Working Group See board study.</p>
<p>7. Board Admin</p>	<p>A. Board Officer Elections</p> <p>PRESIDENT</p> <p>a. Nominations JP Goguen – <i>accepted nomination</i> Robert Taylor –<i>accepted nomination</i> No further nominations from the floor.</p> <p>b. Statements JP Goguen JP noted that he was not planning to run, but that if he did it this year, he would be able to mentor a new President in his third year on the board. He thinks a good leader is not always eager, and that he will serve at the will of the board. Robert Taylor Robert wants to make sure the board’s current work continues and that the board monitoring continues to be robust.</p> <p>c. Election Robert Taylor was elected as President.</p> <p>VICE PRESIDENT</p> <p>a. Nominations Ben Galewsky – <i>accepted nomination</i> JP Goguen</p>

– *accepted nomination*

Evelyne Tardy

– *accepted nomination*

Robert Taylor

– *declined as elected to President*

Ming Kuo – nominated from the floor

– *accepted nomination*

b. Statements

Ben Galewsky

Ben advised this is the ideal position for his experience while also allowing new blood in the presidency.

JP Goguen

JP said he was humbled to be nominated and would serve with integrity

Evelyne Tardy

Evelyn noted she was Vice President for the past year, and was notably able to begin work with elizaBeth, and would like to see the job description revamped to provide more direct responsibilities

Ming Kuo – nominated from the floor

No statement.

c. Election

Ben Galewsky was elected as Vice President.

TREASURER

a. Nominations

Ben Galewsky

– *declined nomination as elected to Vice President*

Calvin Wang was nominated from the floor.

– *accepted nomination*

Brandon Boys was nominated from the floor.

– *declined nomination*

Action Taken

The board voted unanimously to vote by white ballot as Calvin Wang is running unopposed.

b. Election

Calvin Wang was elected as Treasurer.

SECRETARY

a. Nominations

Colin Dodson

– accepted nomination

Ming Kuo

– declined nomination

Evelyn Tardy

– declined nomination

No further nominations from the floor.

Action Taken

The board voted unanimously to vote by white ballot as Colin Dodson is running unopposed.

b. Election

Colin Dodson was elected as Secretary.

B. Board Budget

Gary presented information about the upcoming store budget. He noted Costco is opening in town this fall, and per discussions with other GMs, could cost the co-op up to 10% of sales. He also notes the budget will be based on growth estimates from 2019 to avoid the 2020 irregularities.

Gary also noted volunteer opportunities to work with the new Mobile Market. Brief discussion about the cancelled indoor Farmers' Market's impact on business.

Magdalena had provided updates for the board budget, but Karen advised she would like to pass on to new leadership for consideration and a vote in November.

C. Columinate

Karen advised renewal of the Columinate contract with the early bird special for a reduction of \$475 is due by Thursday. The annual rate did go up slightly year over year.

Action Taken

The board unanimously voted to renew to Columinate contract.

8. Closing	A. Next meeting November 9th, 2020 B. Outreach calendar assignments Retreat: November 7th TBD C. Other assignments
Adjourned	At 8:21 pm by Karen Carney