

Common Ground Food Co-op
 Board Meeting Minutes
 September 14, 2020
 6:15 pm to 8:15 pm
 Zoom Videoconference

Present: Karen Carney, Magdalena Casper-Shipp, Rey Dalitto, Michael Feltes, Ben Galewsky, JP Goguen, Evelyne Tardy, Robert Taylor

Absent: None

Others Present: Gary Taylor, GM
 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 elizaBeth Simpson, Consultant/Owner Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment</p> <p>C. Agenda Amendments Moved revised EL B1 from consent agenda to GM Monitoring.</p>
2. Board Study	<p>A. Meeting of Owners Evelyne Tardy sent the agenda prior to the meeting, and asked if there were any questions or feedback. Magdalena Casper-Shipp asked if we have received any questions regarding only voting for 3 candidates when there are 6 seats to fill. Evelyne and Karen Carney noted no. Karen explained why she is planning to address how the voting will work. Magdalena advised 8% (460 owners) have already voted. Karen and Gary Taylor will also present on board updates, election information, financials, and operational updates. Sarah Buckman and Gary will present a slide show that Karen will add into her presentation. They will also briefly discuss the consultation with elizaBeth Simpson. Magdalena clarified</p>

with elizaBeth that the board will repay her for board recruiting expenses. Evelyne also noted a coupon for the store is being discussed for MOO attendees, as it is normally in person over a meal.

B. Visioning

Rey Dalitto and elizaBeth met regarding Visioning work. elizaBeth presented feedback information organized into themes. Themes she identified included Identity/Ethics, Holistic Systems, Local Food, Access to Resources, Inclusion/Participation, Connections, Communication, and Board of Director guidance and accountability among others. She then provided a timeline for next steps including forming a staff/owner Visioning sub-committee, surveying owners, staff, customers, and community members, and development of a strategic plan incorporating organized feedback. Robert Taylor noted the current visioning group may be reduced to one continuing member after the election, elizaBeth notes the new board could still start the committee and then pull in the staff/owners/community members to continue the project. Karen added she thinks the timeline is ambitious, Evelyne agreed it was aggressive but doable. Though both Karen and elizaBeth agreed, noting that the MOO would be a good time to introduce opportunities the project would allow. General consensus that mentioning the project and intentions would be appropriate at the MOO. It was clarified that not all staff are owners. There was discussion regarding whether staff who are not owners would be included in the survey, the consensus was that all staff, regardless of ownership status, would be included in the survey invitation. Colin confirmed that in this process when the board sends something to Gary to do, it is a request, but not a directive in order to maintain policy governance. Karen noted the challenges of reaching community members who are not owners or staff, which elizaBeth advised would be the work of the sub-committee. Magdalena added this is

	<p>becoming an owner outreach project, and wonders if it should be consolidated under that committee. Karen responded that a targeted group working on this and visioning would be beneficial, and Colin noted a committee cannot have non-board members which this project outlines. elizaBeth asked who was interested in the updates for the next steps including survey and research, Robert, Evelyne, Rey, Karen, and Magdalena indicated interest. elizaBeth left the meeting.</p>
<p>3. Consent Agenda</p>	<p>A. Public Minutes from August Meeting B. GM Operational Update (MORe) C. Board Consulting</p> <p>Action Taken The board unanimously approved the consent agenda as a whole.</p>
<p>4. GM Monitoring</p>	<p>A. Revised Executive Limitation B1 – Financials Karen advised she reviewed the report for updates and requested further information. Gary reviewed current Q3 information, specifically that this year so far sales growth is 1.03%. Gary and Robert both noted trends for the rest of the year look to maintain positive growth in the industry. Ben Galewsky noted the request last month was for metrics and a plan, but those requests were not complete. Gary noted specific departments that continued to struggle namely the salad bar and wellness, and the operational focus on departments which are doing well. Michael Feltes posed the question if external factors out of our control have more to do with sales than internal plans operations can implement. Gary said yes to an extent, but also the unknown response to the plans they make due to the external climate. JP Goguen noted some of the information in the MORE report would be useful as far as specifying plans, but in terms of numbers. Ben clarified that he would like to see what plans being implemented are working, as well as a long-term plan based on successful ideas as they come up. Colin Dodson asked if the kind of</p>

	<p>plan we are looking for has ever been submitted, Magdalena advised the spring of 2016 might offer some suggestions.</p> <p>Action Taken The board accepted the report with acknowledgment of non-compliance. 6 for, 3 against.</p> <p>A. Executive Limitation B7 – Communication Discussion about the non-compliance of this report, because the delay was out of Gary’s control. Robert noted the board can extend the report due date based on external factors, but without such notification it would still be out of compliance. Gary noted in the future he would advise the board by the Wednesday before the deadline if the financials are not all in.</p> <p>Action Taken The board accepted the report with acknowledgement of non-compliance. 8 for, 1 against.</p> <p>B. Executive Limitation B8 – Support of Board There was a delay in posting the notice for the MOO which was not done 15 days ahead of the event. Minutes have also not posted online within the required time, but are now current.</p> <p>Action Taken The board unanimously accepted the report with acknowledgment of non-compliance.</p>
<p>5. Board Monitoring</p>	<p>A. Board Process C8 – Governance Investment B. Board Management Relationship D4 – Monitoring GM Performance</p> <p>Items will be discussed in Executive Session</p>
<p>6. Committee Report</p>	<p>C. Board Development Committee Removed for time.</p> <p>D. Owner Outreach Committee See Board Study.</p> <p>E. Policy Committee</p>

	<p>Removed for time.</p> <p>F. Visioning Working Group See Board Study.</p>
7. Board Admin	<p>A. Board Budget Proposal Magdalena noted she will prepare the budget for the October meeting, though she will be leaving the board and the office of Treasurer.</p> <p>Gary Taylor left the meeting.</p>
Executive Session Opened	
8. GM Evaluation	<i>Executive Session</i>
Executive Session Closed	
8. GM Evaluation Continued	<p>Action Taken</p> <p>The board unanimously voted to authorize Karen Carney to provide Gary with their feedback as discussed in Executive Session.</p> <p>The board thanked Karen Carney and Magdalena Casper-Shipp for the board service.</p>
9. Closing	<p>A. Next meeting October 12th, 2020</p> <p>B. Outreach calendar assignments Newsletter: JP Goguen Meeting of Owners: Thursday September 17th</p> <p>C. Other assignments</p>
Adjourned	At 8:49 pm by Karen Carney