

Common Ground Food Co-op
 Board Meeting Minutes
 August 10, 2020
 6:15 pm to 8:15 pm
 Zoom Videoconference

Present: Karen Carney, Magdalena Casper-Shipp, Michael Feltes, Ben Galewsky, Robert Taylor

Absent: Rey Delitto, Colin Dodson, JP Goguen, Evelyne Tardy

Others Present: Gary Taylor, GM
 Carmen Doerr, new Finance Manager
 elizaBeth Simpson, Owner/Consultant
 Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:15 pm by Karen Carney
1. Preliminaries	<p>A. Guests/Owners</p> <p>Gary Taylor, GM Carmen Doerr, new Finance Manager elizaBeth Simpson, Owner/Consultant Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment</p> <p>Carmen Doerr, the new finance manager, introduced herself noting her strong finance and IT background. She is training with Lauren to take over by the end of August. Robert Taylor and Karen Carney met with elizaBeth Simpson, who will arrive later in the meeting. Numerous board members are out due to storm related power outages.</p> <p>C. Agenda Amendments</p> <p>None.</p>
2. Board Study	<p>A. Visioning</p> <p>There was discussion regarding the consultation proposal and information that was provided by elizaBeth Simpson. Robert reviewed the conversation he and Karen had</p>

with elizaBeth, specifically discussions on diversity and community outreach to grow their presence in the community. There was discussion about moving the focus from “Local” to racial justice, and further discussion about integrating both focuses together, and working with elizaBeth to define the objectives towards meeting these Ends together. elizaBeth joined and discussed the proposal she made wherein Ends 1 and 4 would be used to start a new visioning session to turn ideas into actionable items. The timeline would allow for a presentation and discussion at the MOO. Magdalena Casper-Shipp noted it might be helpful for the continuity of the project to include potential new board candidates, and maybe even staff. Further discussion about how to integrate new board members and staff and the importance of buy-in. Karen proposed holding another meeting as a committee or board with Gary to align with operational objectives. elizaBeth asked for a meeting with Gary and some key staff members to get everyone up to speed on the history. elizaBeth advised she is working with communities in town to get the election packet and general information distributed about the co-op. Ben Galewsky noted the outcomes in the proposal are examples of what the visioning work might provide in the way of measurable outcomes. Ben also noted there may be issues with this board approving the cost associated, but the next board not wanting to continue with the expense. Magdalena noted there is room in the current year’s budget to fund the consultation. There was discussion about whether or not to vote tonight. Karen noted it would be good to get everyone’s vote on this electronically after the meeting, with an additional question for

	<p>the board to fund elizaBeth’s recruiting efforts for the board.</p>
<p>3. Consent Agenda</p>	<p>A. Public Minutes from June Meeting B. GM Operational Update (MORE) C. Financials D. Repayment of Loans</p> <p>Action Taken The board unanimously approved the consent agenda as a whole.</p>
<p>4. GM Monitoring</p>	<p>A. Executive Limitation B1 – Financial Ben opened discussion about debt to equity, noting that opportunities are being missed. Gary Taylor advised this metric depends on what the long-term goals are and whether saving money for the goals is the priority. Karen added the pandemic put many of these long-term discussions on hold.</p> <p>Ben also noted the notation of out of compliance for sales, but thinks the plan to return to compliance is missing detail, targets, and dates. Further discussion regarding the format and history of this report.</p> <p>Gary noted he has been completing this report as his predecessors did, so he probably needs to re-write it with Carmen’s help to better identify financial trends and outlooks.</p> <p>Action Taken The board unanimously voted to send the report back as not in compliance, requesting</p>

	<p>additional information, a more detailed plan, forecast, outcomes, and due dates for returning to compliance by September 7th for discussion at the September meeting.</p>
<p>5. Committee Report</p>	<p>A. Board Development Committee Magdalena noted one person has submitted a packet, and she will follow up. Ben noted he has 3 additional people interested. Magdalena reminded everyone that packets are due in 5 days.</p> <p>B. Owner Outreach Committee MOO Thursday September 17th. Michael asked for an updated list of owners in good standing for voting purposes.</p> <p>C. Policy Committee No report.</p> <p>D. Visioning Working Group Covered in Board Study.</p>
<p>6. Board Admin</p>	<p>A. Board Budget Update Magdalena reviewed the budget she prepared. Discussion regarding board and minute-taker stipends. Robert asked about the line items for insurance, and asked where potential legal fees might fall. Discussion regarding the financial review done this year by Wegner's. Gary noted they have been unresponsive. Magdalena will call to follow up. Robert asked about DocuSign costs, Magdalena advised there would be room in other lines items to add this cost. Michael brought up the cost and practicality of a Human Resources Audit, to which Magdalena noted there would be funds to cover that expense in the 2020 budget.</p>

	<p>B. Columinate Training Karen announced a no-cost virtual CBL 101 training September 12 and November 14 for anyone who is interested. Magdalena added that prospective board members could also attend.</p> <p>C. Board Retreat Scheduling Karen asked the board to hold November 7th available to the all-day retreat.</p>
<p>7. Closing</p>	<p>A. Next meeting September 14th, 2020 B. Outreach calendar assignments Newsletter: JP or Karen September Study Session: MOO C. Other assignments</p>
<p>Adjourned</p>	<p>At 8:05 pm by Karen Carney</p>