MINUTES
Common Ground Food Co-op
Board of Directors Meeting
5:30 – 7:30 pm Central Time
December 15, 2025

Roll Call

Call to Order
Wang called the meeting to order at 5:30 pm.

Wang, Cronin, Hari, Muller, Andresen, Etienne, Montgomery, and Parson were the voting members in attendance. Taylor was in attendance as an ex officio guest of the Board.

Coleman was not in attendance.

Liz Sands, the notetaker, and Sharlie, the Co-op Wellness Manager (#E98722) were in attendance.

Public Comment
There were none.

Agenda Amendments
Etienne noted that the next two Board meetings are scheduled for Martin Luther King Junior Day and President's Day in January and February, respectively. Wang added an agenda item about scheduling the next meetings during closing.

Approve Consent Agenda

Motion. Cronin moved and Parson seconded a motion to accept the consent agenda. Motion passed unanimously.

November Meeting Minutes
Wang noted that the November meeting minutes have been uploaded.

November Treasurer's Report

Andresen asked about discussion for the treasurer's report. Wang noted it was just to be mentioned during the consent agenda, and if Andresen has any updates she can share during this portion in the future.

<u>Executive Session Motions</u>

<u>Ratify Motions from Executive Session</u>

Wang noted that during the Board retreat, Montgomery suggested the Board officially ratify the motions that were moved and approved during Executive Sessions as part of the Board meetings.

Motion. Parson moved and Etienne seconded a motion to ratify motions #1, #2, #3, and #4 from the Executive Session. Motion passed with 7 ayes and 1 abstention.

<u>Board Study – Ends</u>

<u>Fifth End and Ends Review Task Force</u>

Cronin discussed the Ends Review Task Force's work to roll out the fifth Co-op End, referring to "The Co-op supports our community's resilience while ensuring its own economic stability". The task force is working with the Marketing department to roll this out, however Marketing has concerns with the budget for new materials as well as visual appeal of adding another End. The Board discussed the option of treating the new End primarily for internal reporting, and keeping in mind updating marketing materials as needed. Cronin noted this is the primary intention of the End but also wishes to begin communication to Owners. Cronin ended the discussion summarizing that the Board will not spend any money on the rebranding rollout but would like the Co-op to begin communicating this new end and new store initiative with Owners, as well as including it in the next Ends report.

Motion. Cronin moved and Andresen seconded a motion to agree to make the fifth end move to an internal reporting and/or fifth end to be communicated to Owners but hold off on reprinting any current marketing materials. Motion passed unanimously.

Action. Ends Review Task Force to communicate with Marketing Manager Sarah Buckman to work on communication with Owners and inclusion in the Ends report.

<u>Internal Monitoring and Board Admin</u>

<u>General Overview and Retreat Outcomes</u>

Wang noted that per the discussion at the Board retreat, Cronin will serve as timekeeper and requested that fellow Board members be mindful of time constraints. He also noted a change in structure to list motions at the beginning of the discussion and note discussions about or changes to the motion first.

Board Officer Election

Wang noted the Board officer election as follows: Parson as Vice President, Cronin as Secretary, and Andresen as Treasurer.

Motion. Montgomery moved and Hari seconded a motion to approve the slate of officers for this Board year. Motion passed unanimously.

Action. Newly elected Board officers to reach out to predecessors for guidance and understand that new officers are officially responsible as of today.

Board Notetaker Compensation

Wang discussed updating the notetaker compensation as it has not been looked at since 2022. He proposed a rate of $90 per month, or $1,080 per year which closely reflects the current line item in the budget. The Board clarified that there will be no need for the Firefly notetaker moving forward.

Motion. Parson moved and Montgomery seconded a motion to set the Board notetaker compensation to $90 per month effective this month. Motion passed unanimously.

Committee Principles C7

Wang noted including discussion for C4 C3 C6 from last month. C6 includes a revision that the Board President and Vice President must have served at least one year before taking on those officer roles unless no other qualified candidates exist.

Motion. Andresen moved and Cronin seconded a motion to approve the revision to C6 as amended. Motion passed unanimously.

Agenda Planning C3

Wang noted the year-to-date store labor on page 2 is calculated differently than the labor number discussed in El B1. Taylor noted this is just for labor, not including PTO and other benefits.

Action. Taylor to remove or clarify the labor percentage number in the More report for the future.

Board and Taylor further discussed tracking reports, hiring for a part-time grocery clerk, and training for the grocery team to take over the beer and wine department from Taylor.

Board Meetings C4
No discussion.

Board Job Description C6
No discussion.

Monthly Operations Report and Financials

Overview – Document 8a, 8b
No discussion as this was not completed.

GM Monitoring

Wang noted the decision tree for monitoring reports and as per discussion in the Executive Session to not accept El B1 or El B2.

Motion. Cronin moved and Wang seconded a motion to reject EL B1 for not having an acceptable plan including a timeline for compliance accomplishment. Motion was passed unanimously.

Motion. Parson moved and Cronin seconded a motion to not accept EL B2 for lack of adequate or accurate data given the errors. Motion was passed unanimously.

Wang suggested to schedule a time with Taylor to address these errors in person. There was a brief discussion regarding sales growth in Q3 and whether or not this needs to be adjusted due to seasonality. The Board addressed concerns and inconsistencies in both EL B1 and El B2. Wang requested the errors be fixed and sent back to the Board for review. Taylor noted he will sit down with the Finance Manager for more clarity.

Action. Taylor to meet with GM Task Force, Wang, Cronin, and Parson on Friday, December 19th at 4:30 pm to discuss EL B1 and EL B2.

Action. Wang to send list of corrections to Taylor after tonight's meeting.

Financial Conditions and Activities, EL B1
No official discussion as EL B1 was not accepted by the Board.

Budget, EL B2
No official discussion as El B2 was not accepted by the Board.

Audit and Previous EL B1 Reports
Taylor discussed meeting with Tony Alogni with the National Cooperative of Grocers (NCG) for guidance on the auditing process, including increased involvement from the Board and the fact that Co-ops have eighteen months to complete audit reviews. Wang noted the Board's discussion to either strongly recommend switching auditing companies or requiring an actual contract with deliverable dates from the current company. Taylor agreed he will begin setting concrete deadlines with the audit company to ensure completion.

Action. GM Task Force to have additional discussion with Taylor about the audit and previous El B1 report.

Executive Session

Motion. Cronin moved and Muller seconded a motion to enter into Executive Session. Motion passed unanimously.

Executive Session
The Board and Taylor entered Executive Session at 7:04 pm.

Motion. Parson moved and Muller seconded a motion to exit Executive Session. Motion passed unanimously.

The Board and Taylor exited Executive Session at 7:08 pm.

Committees and Task Force Updates

Engagement Committee
Muller, the committee chair, discussed current engagement projects including the Board book club and Board pins. Muller noted there are no edits to the current committee charter so they will proceed with the current charter.

Board Development Committee
Montgomery, the committee chair, requested feedback about what the Board wants from the Board study. She noted there are no edits to the current committee charter so they will proceed with the current charter.

Policy Committee
Cronin, the committee chair, discussed that the committee looked at the current NDA and determined they need the expertise of an attorney to review.

Committee Charter Vote

Motion. Cronin moved and Andresen seconded a motion to approve committee charters as they exist in Google Drive for this Board year. Motion passed unanimously.

Closing

Additional Discussion
Board discussed the format of future meetings noting that Executive Sessions will remain virtual through Google Meet but Board meetings will take place in the Flatlander Classroom moving forward. They also discussed moving the January meeting to the 26^{th}.

Motion. Muller moved and Etienne seconded a motion to move the January meeting from the 19^{th} to the 26^{th}. Motion passed unanimously.

Action. Inform Sarah Buckman, the Marketing Manager, about the change in date.

Newsletter Assignment
Andresen will send a new Board member questionnaire to Hari to complete for the January newsletter assignment.

Review of Action Items from This Meeting
Cronin identified the following action items from this meeting:

1. Ends review task force to work with Sarah Buckman to implement new instructions.
2. Policy Committee to add C6 revision as amended.
3. Taylor to remove or clarify labor percentage number on More Report in the future.
4. Gary and GM task force to discuss amendments to budget and EL B1 per discussion on Friday.
5. Wang to send Taylor a list of corrections for EL B1 and EL B2 immediately after this meeting.
6. Board to begin working on determining a timeline for if/when to switch auditing firms.
7. Cronin to tell Buckman about date switch for January and confirm the classroom is still available.
8. Notetaker to send minutes to entire Board for review.

Board Bits and Owner Updates

Cronin suggested focusing on community and store resilience, as well as working hard on the 2026 budget. Board approved.

Adjourn

Motion. Montgomery moved and Muller seconded a motion to adjourn the Board meeting. Motion passed unanimously.