

Common Ground Food Co-op  
 Board Meeting Minutes  
 November 11, 2019  
 6:15 pm to 8:15 pm  
 Urbana First United Methodist Church, 2<sup>nd</sup> floor Parlor – Urbana, Illinois

Present: Karen Carney, Rey Dalitto, Colin Dodson, Michael Feltes, JP Goguen, Robert Taylor

Absent: Magdalena Casper-Shipp, Evelyne Tardy

Others Present: Gary Taylor, GM  
 Lauren Hays, Staff  
 Jeffrey Chandler, Minute Taker

<b>Proceedings</b>	
<b>Meeting called to order</b>	<b>At 6:14 pm by Karen Carney</b>
<b>1. Preliminaries</b>	<p><b>A. Guests/Owners</b>          Gary Taylor, GM          Lauren Hays, Staff          Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b>          None</p> <p><b>C. Agenda Amendments</b>          None</p>
<b>2. Board Study</b>	<p><b>A. Financials</b>          Magdalena Casper-Shipp was unable to attend, but sent documents to the board prior to the meeting, and Karen Carney presented on her behalf. The first document is in regards to why financial monitoring is done and how the Executive Limitation policies work to help monitor financial compliance. Karen further noted a new portion of EL B1 was added August but was not included, however she recommended the report be evaluated as submitted, and the new section be required in quarter 4. Gary Taylor related the terms and principles covered to the current EL B1. Some of this discussion crossed over into specific discussion about reports which are noted below under the specific reports. Karen</p>

	<p>noted it is easy to focus on the areas of non-compliance, but mentioning the positive accomplishments is equally as valuable.</p>
<p><b>3. Consent Agenda</b></p>	<p><b>A. Public Minutes from October Meeting</b>  <b>B. Private Minutes from October Meeting</b>  <b>C. GM Operational Update (MORe)</b></p> <p>Michael Feltes asked a few clarifying questions regarding the MORe report as a new board member.</p> <p><b>Action Taken</b>  The board unanimously approved the consent agenda as a whole.</p>
<p><b>4. GM Monitoring</b></p>	<p><b>A. Executive Limitation B1 – Financial Conditions &amp; Activities</b>  Discussion regarding the areas of non-compliance were covered during the board study in connection with the financials review. There was clarification that sales growth is figured from quarter one to quarter one from the previous year, not to the most recent quarter. There was discussion regarding the subsidiary property clause and how one would prove they did not violate the clause. Karen pointed out that this may be a policy to review if the report is not providing the information the board requires to make informed decisions. Robert Taylor asked if waiting for a letter regarding overdue or late tax payments is the best way to report payment insufficiency to the board. Lauren noted that they work closely with a tax consultant, RFS, who provides the co-op with information regarding taxes owed, and the current process is to prepay for taxes and then to receive reimbursements if they have overpaid. It was noted this portion of the policy may need review to provide a quicker turnaround on notices of default.</p> <p><b>Action Taken</b>  The board unanimously accepted the report with acknowledgment of non-compliance.</p> <p><b>B. Executive Limitation B2 – Business Planning &amp; Financial</b></p>

Colin Dodson asked about Food For All and FINI grants appearing as income, Lauren Hays noted the way to account is set up makes it appear backwards, but the “income” is actually deducted to pay for Food For All/FINI expenses. Gary noted RFS made adjustments to the board budget because they assumed it was only for the Audit, but should encompass all board expenses, and is therefore showing much lower than planned. Gary also noted a new server is required for the POS system but is not reflected in the budget yet. Gary reviewed the plan to pay back owner loans which resulted in lower projections for improvements, but avoids continuing to accrue interest. Robert asked about the request to deviate from the NCG standard of 3% to a more realistic goal that changes the goal for each quarter. Robert notes his research indicates that grocery and natural food industry is on a growth pattern. Gary advised his plan is more realistic based on recent in-house trends. Colin asked if the assumption for 2021 would follow this same pattern, Gary replied that inflation and increased wages may negate further growth. Karen polled the room for individual thoughts, some of which were supportive, while other expressed concern about long-term implications.

**Action Taken**

The board unanimously voted to table decision until a revised report is submitted, and to either vote electronically or at the December 2019 meeting.

**C. Executive Limitation B3 – Asset Protection**

There was discussion regarding moving this report to another month for oversight in the future to reduce the reporting load on operations and oversight load on the board. In December, the board will review the monitoring calendar wherein changes can be made moving forward. Michael asked if the insurance policy renewal is a factor in the timing of the current review calendar, Gary noted that occurred in October. Michael

	<p>asked what the spoilage clause protects against specifically, questioning if it is regular grocery spoilage or a large incident like a cooler going out. Gary specified it is more targeted to large issues. Michael also asked about the overage in a banking account that exceeds the FDIC insurable amount, and if additional accounts should be added. Lauren noted there is discussion about cleaning up the account structure. Colin advised he will be abstaining as the report directly covers aspects of his position on the staff.</p> <p><b>Action Taken</b> The board voted to accept the report as in compliance. Colin Dodson abstained.</p>
<p><b>5. Board Monitoring</b></p>	<p><b>A. Board Process C3 – Agenda Planning</b></p> <p><b>B. Board Process C4 – Board Meetings</b></p> <p>General discussion regarding both policies above for the benefit of new members. New board members asked what interpretation the board is reviewing, and were advised the board itself provides an interpretation of compliance.</p> <p><b>Action Taken</b> The board unanimously tabled both motions for further review and input for a future vote.</p> <p><b>C. Conflicts of Interest</b> The board members appointed in October reviewed their conflicts of interest verbally, as well as, submitted their signed forms for filing.</p>
<p><b>6. Committee Updates</b></p>	<p><b>A. Board Development Committee</b> Delayed due to chairperson absence.</p> <p><b>B. Owner Outreach Committee</b> Delayed due to chairperson absence.</p> <p><b>C. Policy Committee</b> Delayed due to chairperson absence.</p>

	<p><b>D. Visioning Working Group</b> Delayed along with other committee reports.</p>
<p><b>7. Board Admin</b></p>	<p><b>A. CBLD Program Renewal</b> Now known as Columinate, Todd Wallace has provided our annual membership agreement and extended the earlier renewal fee if renewed by tomorrow. Karen reviewed the program benefits briefly. Karen noted her intention to involve more board members in her monthly calls with Todd Wallace. She also mentioned the conference her and Colin attended a few months ago. General feedback was in favor of renewal.</p> <p><b>Action Taken</b> The board unanimously approved renewal at the early bird rate.</p> <p><b>B. Board Retreat</b> Karen noted she would send specific information after her discussion with Todd Wallace tomorrow. The retreat is this Saturday from 8:00am-4:00pm or 8:30am-4:30pm.</p>
<p><b>8. Closing</b></p>	<p><b>A. Next meeting December 9, 2019</b> <b>B. Outreach calendar assignments</b> Newsletter: TBD Tabling: Magdalena &amp; TBD <b>C. Other assignments</b> <b>D. December Study Session: Retreat Followup</b> <b>E. Check-out</b></p>
<p><b>Meeting Adjourned</b></p>	<p><b>At 8:07 pm by Karen Carney</b></p>