

Common Ground Food Co-op  
 Board Meeting Minutes  
 October 14, 2019  
 6:15 pm to 8:15 pm  
 Urbana First United Methodist Church, 2<sup>nd</sup> floor Parlor – Urbana, Illinois

Present: Karen Carney, Magdalena Casper-Shipp, Colin Dodson, JP Gougen, Evelyne Tardy

Absent: None

Others Present: Gary Taylor, GM  
 Rey Dalitto, Owner  
 Michael Feltes, Owner  
 Hyde Taidghin O’Brien, Owner  
 Robert Taylor, Owner  
 Jeffrey Chandler, Minute Taker

<b>Proceedings</b>	
<b>Meeting called to order</b>	<b>At 6:07 pm by Karen Carney</b>
<b>1. Preliminaries</b>	<p><b>A. Guests/Owners</b>          Gary Taylor, GM          Rey Dalitto, Owner          Michael Feltes, Owner          Hyde Taidghin O’Brien, Owner          Robert Taylor, Owner          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. Owner Outreach</b>          Evelyne Tardy reviewed the function of the Owner Outreach Committee, including oversight of tabling and newsletter assignments, and FinMOO and MOO planning. Evelyne passed signup sheets and reviewed both the newsletter and new tabling requirements. Evelyne recapped the recent MOO, which had around 100 attendees. The taco bar was a great success. The owners seemed less angry than in years</p>

	<p>past. Evelyne noted there were fewer tables and organizational involvement than in the past, and will work to increase participation this coming year. Sound continued to be a problem, and JP Goguen noted it seemed to be equipment related. Karen Carney noted the location of the event adjacent to the store is good and promotes shopping before and after the event. Colin Dodson noted a designated lane for public egress would be beneficial in the future, and may be required by the fire code.</p> <p><b>B. Policy Governance</b></p> <p>Karen indicated that she and Colin attended a Columinate (formerly CDS) workshop on co-op board leadership, and shared a handout with those present. She noted that policy governance dictates that the board is mindful of their policy oversight responsibilities and the GM is responsible for operational oversight. Therefore the board serves to guide the GM towards their ends, priorities, and direction. However, the GM makes decisions on how to carry out those initiatives on the operational side. Karen also noted the concept of board holism, which indicates that the board makes decisions as a whole, not as individual members or representing dedicated constituents. The board is governed by policies, processes, and executive limitations that are clearly defined in order to maintain the separation between the board and operations. Karen noted John Carver’s “Boards that Make a Difference” as a larger more detailed resource, but also has the materials from the Columinate workshop that gives a simpler overview. Karen also noted the workshop was free as a part of the membership the co-op already pays, and suggested that directors try to attend future workshops when possible.</p>
<p><b>3. Consent Agenda</b></p>	<p><b>A. Public Minutes from September Meeting</b>  <b>B. Private Minutes from September Meeting</b>  <b>C. GM Operational Update (MORe)</b></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 B7 – Communication</b> Colin noted some typos and inaccuracies prior to the meeting, which Gary noted have been fixed. One subcategory of this report was late causing the whole report to be out of compliance.</p> <p><b>Action Plan</b> The board unanimously accepted the report with the acknowledgment of non-compliance.</p> <p><b>B. Executive Limitation B8 – Support of Board</b> The incorrect dates have been corrected.</p> <p><b>Action Taken</b> The board unanimously accepted the report as in compliance.</p>
<p><b>5. Board Monitoring</b></p>	<p><b>A. Board Process C5 – Code of Conduct</b> The new version of this process was posted today for review. Magdalena reviewed the recent updates to the policy. Magdalena noted the Policy Committee needs to establish procedures that support the new policy changes within the next couple months. Karen also reviewed the disciplinary procedures that accompany violations of code of conduct. There was discussion regarding the potential for staff board member conduct issues, and how they would be handled.</p> <p><b>Action Taken</b> The board unanimously found themselves in compliance.</p> <p><b>B. Board Process C1 – Governing Style</b> The board reviewed each point of this policy to gauge compliance.</p> <p><b>Action Taken</b></p>

	<p>The board unanimously found themselves in compliance.</p> <p><b>C. Code of Conduct</b> The board signed and submitted their code of conduct agreements.</p> <p><b>D. Conflicts of Interest</b> The board disclosed and submitted their conflict of interest forms as well as shared them with the group verbally.</p>
<p><b>6. Committee Updates</b></p>	<p><b>A. Board Development Committee</b> Magdalena noted the election software now operates on a generic email as opposed to through Margaret Johnstone. The board retreat will be held on 11/16 from 8:30 to 4:00 at Unitarian Universalist Church. Magdalena is in communication with Todd Wallace, Karen is arranging his lodging, and food will be ordered from the co-op. Magdalena announced that 401 people voted in the recent election. There was discussion about publicizing vote totals for each candidate. It was clarified that all three new members were elected for three-year terms. It was noted owners are generally more interested in voting for the Round Up for Good program, with a lower priority on electing board directors and approving bylaw amendments. It was decided that Magdalena would post the totals in basecamp and directors can decide for themselves if they want to know or not. Karen noted she would like to see locally serving businesses highlighted in the Round Up for Good program, though it was clarified those decisions are made by operations not the board.</p> <p><b>B. Owner Outreach Committee</b> See board study.</p> <p><b>C. Policy Committee</b> Magdalena noted parts 7 and 8 of BP C5 require rewritten procedures to support the policy, but the committee will discuss after</p>

	<p>the board retreat. Policy updates are now posted in basecamp.</p> <p><b>D. Visioning Working Group</b>  Karen reported the group provided slides for the MOO, and had discussions at the MOO with owners about visioning work.</p>
<p><b>7. Board Admin</b></p>	<p><b>A. Board Officer Elections</b></p> <p><b>PRESIDENT</b></p> <p><b>A. Nominations</b>  <b>Karen Carney</b>  – <i>accepted nomination</i>  No further nominations from the floor.</p> <p><b>VICE PRESIDENT</b></p> <p><b>A. Nominations</b>  <b>Evelyne Tardy</b>  – <i>accepted nomination</i>  No further nominations from the floor.</p> <p><b>TREASURER</b></p> <p><b>A. Nominations</b>  <b>Magdalena Casper-Shipp</b>  – <i>accepted nomination</i>  No further nominations from the floor.</p> <p><b>SECRETARY</b></p> <p><b>A. Nominations</b>  <b>Colin Dodson</b>  – <i>accepted nomination</i>  <b>Magdalena Casper-Shipp</b>  – <i>declined nomination</i>  No further nominations from the floor.</p> <p><b>Action Taken</b></p> <p><b>The board unanimously elected the following officers as a slate as there was no competition.</b></p> <p><b>President – Karen Carney</b>  <b>Vice President – Evelyne Tardy</b>  <b>Treasurer – Magdalena Casper-Shipp</b>  <b>Secretary - Colin Dodson</b></p> <p><b>B. Outreach Calendar Signups</b></p>

	<p>These signups were passed earlier in the meeting.</p> <p><i>All non-board members were excused with the exception of Gary Taylor.</i></p>
<b>Executive Session Opens</b>	
<b>Board Admin (continued)</b>	
<b>Executive Session Closes</b>	
<b>Board Admin (continued)</b>	<p><b>Action Taken</b></p> <p><b>The board unanimously appointed Ray Dalitto, Michael Feltes, and Robert Taylor to one year terms on the board of directors.</b></p> <p>Magdalena advised the newly appointed board members that she would reach out to set up orientation and a financial review.</p>
<b>8. Closing</b>	<p><b>A. Next meeting November 11, 2019</b></p> <p><b>B. Outreach calendar assignments</b>  <b>Newsletter: Karen Carney</b>  <b>Tabling: Karen Carney and JP Goguen</b></p> <p><b>C. Other assignments</b>  <b>November Study Session: Financials</b></p> <p><b>D. Check-out</b></p>
<b>Meeting Adjourned</b>	<b>At 7:50 pm by Karen Carney</b>