

Common Ground Food Co-op  
 Board Meeting Minutes  
 November 12, 2018  
 6:15 pm to 8:15 pm  
 Urbana Civic Center, Urbana Illinois

Present: Karen Carney, Magdalena Casper-Shipp, Charles Delman, Yusuf Hermes, Margaret Johnstone, Kathleen Moreno, Marissa Stewart, Evelyne Tardy, Julie Zilles

Absent: None

Others Present: Gary Taylor, GM  
 Lauren Hays, Staff  
 Colin Dodson, Owner/Staff  
 Sam Ihm, Owner/Staff  
 Carol Inskeep, Owner  
 Al Kagan, Owner  
 Zoë MacDowell Kaswan, Owner  
 Matt Murrey, Owner  
 Julie Nieset, Owner  
 Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:16 pm by Julie Zilles
1. Preliminaries	<p><b>A. Guests/Owners</b>            Gary Taylor, GM            Lauren Hays, Staff            Colin Dodson, Owner/Staff            Sam Ihm, Owner/Staff            Carol Inskeep, Owner            Al Kagan, Owner            Zoë MacDowell Kaswan, Owner            Matt Murrey, Owner            Julie Nieset, Owner            Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b>            Julie Nieset shared that she thinks it is great that weekly sales and information are being shared, but would like to suggest that the meeting agendas are also distributed.</p> <p>Zoe MacDowell Kaswan addressed End 2, which states the cooperative movement is strengthened. She expressed this means more than interacting with other co-ops, and should be a force of social change.</p>

	<p>She provided cooperative theory in support of her comments. She noted the co-op must be democratic with owners engaged in all aspects, and would the board to consider this as they vote for new leadership tonight.</p> <p>Stuart Levy, spoke on behalf of owner, Ming Kuo, who expressed her support to certain board members for officer roles to support a transparent and informative culture. She noted that her attendance at a visioning meeting makes her feel as if she is not alone in her desires.</p> <p><b>C. Agenda Amendments</b> None.</p>
<p><b>2. Board Study</b></p>	<p><b>A. Financials</b></p> <p>Julie Zilles advised the presentation will be in three parts. The first led by Magdalena Casper-Shipp will review metrics the board reviews. During the second portion Julie will explain the financial reports the board reviews, and finally a question and answer session will be available. Julie reinforced the confidentiality of the subject matter discussed. She also introduced Lauren Hays, Common Ground's financial manager.</p> <p>Magdalena reviewed financial policies and expectations. She noted growth year-over-year, net income, margin, labor as percent, liquidity, solvency, days of cash on hand, debt to equity ratios, and how owner loans factor into debt and equity.</p> <p>Julie discussed the board's approach to monitoring the financial reports. She noted the full board has the responsibility to monitor financial reports, as opposed to a delegated committee or person. She advised this presentation is in an effort to keep all board members' financial literacy high. She reviewed EL B1 and EL B2 and how compliance is determined. She also detailed the relationship between the board and operations and how feedback should be given, as well as, confidentiality and transparency. Lastly, she reviewed the</p>

	<p>Board Budget development, evaluation and general areas of potential concern.</p> <p>Julie opened the floor to the board for questions. Julie asked about the non-compliance on item two of EL B1, and Gary and Lauren noted that old invoices and statement system access and usability resulted in bill payments being attributed to incorrect quarters.</p> <p>Charles Delman commented that high income from quarters one and two should even out the deficit in quarter three. He also asked how days of cash on hand could be high while the debt to equity ratio is under target. It was noted the cash on hand is high because owner loans have not been paid, but the debt to equity ratio would reflect them. Julie also suggests Wegner's as a resource for accounts payable concerns.</p> <p>On EL B2, Magdalena received clarification on percentage of labor. Charles and Karen Carney noted projection numbers and cash flow need to reflect 2019 not 2018. Julie asked if numbers presented are based on realistic projections or NCG standards, Gary noted they are attainable projections. Julie asked about owner loans in regards to additional interest in delayed repayment which was not figured into the budget, Gary noted that is accounted for now. Julie received confirmation that all owner loan repayments, including delayed, are incorporated into the budget. Gary clarified that net income is based on assumptions of total cost of goods and service.</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. Monthly Financials</b>  <b>D. GM Operational Update (MORe)</b></p> <p>Changes required to the minutes, Items A &amp; B removed from the consent agenda</p> <p><b>Action Taken</b></p>

	<p>The board unanimously accepted items C and D.</p> <p>Revised meeting notes have been posted.</p> <p><b>Action Taken</b> The board unanimously approved items A and B.</p>
<p><b>4. GM Monitoring</b></p>	<p><b>A. EL B1 Financial Conditions and Activities</b> It was determined that data does not demonstrate compliance, but the plan for return to compliance is adequate, though timeline not included. Lauren Hays provided an adequate timeline during the financial discussion as returning to compliance by Quarter 1 after bills payable is corrected. Magdalena noted that NCG added a 12<sup>th</sup> standard of owner equity insufficiency which could be added to this report for NCG compliance evaluation. Research and discussion should be deferred to the Policy Committee.</p> <p><b>Action Taken</b> The board unanimously accepted the report with acknowledgement of non-compliance.</p> <p><b>B. EL B2 Business Planning and Financial</b></p> <p><b>Action Taken</b> The board unanimously accepted the report as in compliance.</p> <p><b>C. EL B3 Asset Protection</b></p> <p><b>Action Taken</b> The board unanimously accepted the report as in compliance.</p> <p><b>D. EL B8 Board Logistical Support</b> This is a resubmission from last month, which was not submitted in time for review at this meeting.</p> <p><b>Action Taken</b> The board unanimously approved a motion to move review of EL B8 to December 2018.</p>

<p><b>5. Board Monitoring</b></p>	<p><b>A. BP C3 Agenda Planning</b>  Charles noted the guideline to submit information seven days in advance is not be followed. Julie noted the request for agendas to be posted makes this is a key area for improvement. There was discussion regarding compliance. If found out of compliance, Julie noted a plan to return to compliance is needed. Charles suggested a basecamp reminder 10 days out could help motivate submissions by the deadline.</p> <p><b>Action Taken</b>  The board unanimously approved a motion to find this report out of compliance, with a plan to add an additional monitoring in the 2019 Calendar and to send notifications from basecamp out 10 days in advance of the meeting to encourage timely submissions.</p> <p><b>B. BP C4 Board Meetings</b></p> <p><b>Action Taken</b>  The board unanimously approved a motion to find themselves in compliance.</p>
<p><b>6. Committee Updates</b></p>	<p><b>A. Board Development Committee</b>  Magdalena reported the Board Retreat is complete.</p> <p><b>B. Owner Outreach Committee</b>  Marissa Stewart reported basecamp is updated with activities of the past year for the transition.</p> <p><b>C. Policy Committee</b>  None.</p> <p><b>D. Visioning Committee</b>  Julie reported small group sessions continue.</p>
<p><b>7. Board Admin</b></p>	<p><b>A. Board Officer Elections</b>  <b>PRESIDENT</b></p> <p><b>1. Nominations</b>  Magdalena Casper-Shipp  Yusuf Hermes  Marissa Stewart  No further nominations from the floor.</p> <p><b>2. Vote</b>  Vote is taken by written ballot, counted</p>

by Jeffrey Chandler.

**Marissa Stewart is elected as President with 8 votes.**

**VICE PRESIDENT**

**1. Nominations**

Karen Carney

Yusuf Hermes

No further nominations from the floor.

**2. Vote**

Vote is taken by written ballot, counted by Jeffrey Chandler.

**Yusuf Hermes is elected as Vice President with 5 votes.**

**TREASURER**

**1. Nominations**

Magdalena Casper-Shipp

Charles Delman

Kathleen Moreno

Julie Zilles

No further nominations from the floor.

**2. Vote**

Vote is taken by written ballot, counted by Jeffrey Chandler.

**Kathleen Moreno is elected as Treasurer with 4 votes.**

**SECRETARY**

**1. Nominations**

Karen Carney

Margaret Johnstone

No further nominations from the floor.

**2. Vote**

Vote is taken by written ballot, counted by Jeffrey Chandler

**Karen Carney is elected as Secretary with 5 votes.**

**B. Committee Membership**

The committee membership proposal was presented. Due to officer elections some committee memberships were altered during the meeting resulting in the following assignments:

**Board Development Committee**

Magdalena Casper-Shipp

Charles Delman

Margaret Johnstone

**Owner Outreach Committee**

Karen Carney  
Yusuf Hermes  
Evelyne Tardy

**Policy Committee**

Magdalena Casper-Shipp  
Charles Delman  
Kathleen Moreno

**Visioning Committee**

Karen Carney  
Julie Zilles

**Action Taken**

The board unanimously approves a motion to appoint the committees as composed.

**3. Committee Charges**

Julie reviewed the first three charges for the committees due by the December meeting.

1. Set Meeting Times
2. Elect Chairperson
3. Review Committee Charter
4. Can propose priorities and/or project ideas to the board.  
(Optional)

**4. 2019 Priorities & Commitments**

A process created at the recent board retreat was presented prior to the meeting.

**Action Taken**

The board unanimously approves a motion to accept the 2019 Priorities and Commitments.

**5. CDLB Program Renewal**

This is the annual commitment the co-op has made wherein we receive consultation, most notably from Todd Wallace. Julie further reviewed the benefits of the CDLB Program.

	<p><b>Action Taken</b> The board approved a motion to renew the program. Yusuf Hermes abstained.</p> <p><b>6. Board Budget</b> The Board Budget was presented prior to the meeting. There was discussion regarding reimbursement of travel costs, development opportunities, audit cost variability, and GM search impacts last year.</p> <p><b>Action Taken</b> The board unanimously approved the board budget.</p>
<b>EXECUTIVE SESSION OPENS</b>	
<b>EXECUTIVE SESSION CLOSSES</b>	
<b>8. Closing</b>	<p><b>A. Next meeting December 10, 2018</b> Urbana Civic Center</p> <p><b>B. Outreach calendar assignments</b> <b>Newsletter – Charles</b> <b>Tabling – Karen &amp; Kathleen</b></p> <p><b>C. Other tasks and assignments</b></p> <p><b>D. Go around for comments</b></p>
<b>9. Meeting Adjourned</b>	<b>At 8:19 pm by Julie Zilles</b>