Common Ground Food Co-op

Board Meeting Minutes

December 14, 2015

6:15 pm to 8:15 pm

Champaign Public Library, Robeson Pavilion Room A

Present: Magdalena Casper-Shipp, Charles Delman, Megan Gillette, Halie Kastl, Martha Mills, Todd Sweet, Colleen Wagner, Julie Zilles

Absent: Eric Benson

Others Present: Satina Braswell, General Manager; Michael Pennington, IT Manager; Phyllis Bruno, Finance Manager; Maria Ludeke, Marketing Manager; Lara Orr, Owner Outreach Coordinator; Maya Bauer, Education Coordinator; Kristin Davis, Promotions Coordinator; Michael Braswell, owner/former employee; Jeffrey Chandler, Minute-Taker

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| **Proceedings** |  |
| **Meeting called to order** | At 6:15 pm by Julie Zilles |
| 1. **Preliminaries** | * **Guests/Owners**   Satina Braswell (General Manager)  Michael Pennington (IT Manager)  Phyllis Bruno (Finance Manager)  Maria Ludeke (Marketing Manager)  Lara Orr (Owner Outreach Coordinator)  Maya Bauer (Education Coordinator)  Kristin Davis (Promotions Coordinator)  Michael Braswell (owner, former employee)   * **Public Comment**   None   * **Agenda Amendments**   None |
| 1. **Board Study** | 1. **Board Study**   **MOO Objectives**  Colleen Wagner introduced the board study topic noting that the MOO is the largest board and staff event of the year. Formerly a potluck, the event has grown much larger in recent years, so the purpose of this study session is to brainstorm about ideas for the concept of the MOO in general to give better board and staff direction.  Maria Ludeke and Lara Orr presented results and comments from a survey available to owners following the MOO in October. Colleen also added the MOO next year will occur around the new location opening so that should be considered as well. Phyllis Bruno noted the 2015 MOO was $4000 under budget.  Colleen presented two questions for another “think, pair, share” activity.  **Question 1:**  What should be the objective of the 2016 MOO?  **Question 2:**  What elements would affect that objective?  Colleen took more specific notes for future conversations and committee discussion. The overall response was an emphasis on community, owner celebration, passive information, and election culmination. There was also specific concern that the business aspect of the meeting was becoming secondary, and that planning for the fall MOO was beginning prior to the spring FinMOO. |
| 1. **Consent Agenda** | 1. **Minutes from November Meeting (Public)** 2. **Minutes from the November Meeting (Private)** 3. **GM Operational Update (MORe)** 4. **Quarterly Transition Update**   **Action Taken**  The board unanimously approved the Consent Agenda. |
| 1. **NGC Contract** | Although the NCG contract is operational and therefore under the jurisdiction of the GM, they added a signature page for boards this year to ensure clear communication.  **Action Taken**  The board unanimously authorized the GM to sign the contract. |
| 1. **GM Monitoring** | 1. **EL B6 Staff Treatment & Compensation**   The board discussed the report.  **Action Taken**  The board accepted the report with acknowledgement of non-compliance. Charles Delman abstained.   1. **EL B1 Financial Conditions & Activities**   The board discussed the report. There was discussion that this report could reflect year-to-date numbers instead of quarterly to reflect overall profit/loss. There was also discussion about expansion related expenses and whether they were budgeted.  **Action Taken**  The board accepted the report with acknowledgement of non-compliance. Charles Delman abstained.   1. **EL B2 Business Planning and Financial Budgeting**   Julie Zilles and Satina both noted they would like more check-ins for this report than one annually, especially with the expansion moving forward. Julie proposes another check-in in March 2016 followed by the regular annual report in November 2016.  **Action Taken**  The board accepted the report with acknowledgement of non-compliance as well as adding the March 2016 check-in. Charles Delman abstained.   1. **EL B3 Asset Protection**   This report required additional info which was updated and allows the report to be in compliance.  **Action Taken**  The board accepted the report as in compliance, Charles Delman abstained. |
| 1. **Public Expansion Update** | Satina reported that the architect, contractor, store designer, project manager and staff met to discuss the timeline taking into consideration the extended owner loan campaign. Jacqueline Hannah has been hired as a consultant for the second phase of the owner loan campaign. The current campaign still needs better communication and advertising. The lease is still in the finalization stage in light of the campaign extension. Todd asked how the property owner reacted to the extension, Satina advised he did not seem phased. Satina noted there is a required change to the interest rate on the loan which is being amended. Jacqueline will also be contacting those owners who have already made loans to advise them of the interest percentage change.  Julie would like a public FAQ where rumors could be stopped with accurate information. Anyone hearing incorrect rumors or questions should also send in for inclusion in the FAQ.  Todd asked Satina how she feels about the expansion. Satina responded that she feels the staff is concerned about their readiness, there is more time to address these issues now, but there is also a lot of leadership turnover and therefore training. Julie adds she is feeling that current members don’t feel a need for a store farther from them, and new owners are not fully “co-oped”. Todd asked where to send contact information for bigger potential lenders, Satina advised to send to Jacqueline, but to copy her. |
| 1. **Committee Reports** | 1. **Board Development Committee**   Magdalena Casper-Shipp reported that the committee will meet the 4th Monday of every month at 7pm. They discussed the upcoming board retreat, which will hopefully be set by the January board meeting. They have a conference call with Todd Wallace coming up.  **Action Taken**  The board unanimously approved the charter presented by the Board Development Committee.   1. **Outreach Committee**   The committee reported they met using technology this month and have not yet set a regular monthly meeting time. They discussed their charter and made some minor changes. They also discussed the MOO and staff involvement, which is what inspired today’s board study.  **Action Taken**  The board unanimously approved the charter presented by the Outreach Committee.   1. **Policy Committee**   Halie reported that due to recent communication requesting contact information for specific board members that all communication with the board should happen through Julie to allow for one voice for the board. She said they are looking into possible review of the board officer descriptions, but it was determined that other issues are more pressing and former officers should be passing information along to their successors. They are keeping their current charter, though their meeting times have not been selected they will meet electronically.  Julie brought up a current pressing matter regarding the restriction on board members not being employees and how this affects “casual employees.” A definition of casual employees was given, as employees who work at their own will for a limited number of hours, like teaching a cooking class etc. There was discussion about how or if the employees received compensation or employee benefits. Satina detailed they must be paid as the classes have a fee and it would be illegal to have someone volunteer while the co-op makes money, and that these causal employees generally get a reduced discount on the day they work only. Julie asked if the board members felt they had enough information to vote, the response was generally that more information is needed. Julie charged the policy committee to investigate further and make a recommendation. Julie then proposed they allow the board member who is also a casual employee, Colleen, to remain on the board for the first trimester while the policy committee and board debate the issue.  **Action Taken**  The board unanimously approved allowing casual employees to remain board members for the first trimester as the policy is investigated. Colleen Wagner abstained.  **Action Taken**  The board unanimously approved the charter presented by the Policy Committee.  **Action Taken**  The board unanimously approved the policy to have all email correspondence from the board come from the President. |
| 1. **Upcoming** | Julie brought up the two following items coming up to gauge interest in helping with the tasks.   1. **GM Compensation**   Julie and Satina will work on this together.   1. **Audit Coordination**   Julie and Magdalena will form a working group regarding the audit. |
| **Closing** | 1. **Next meeting, January 11, 2016** 2. **Outreach calendar assignments** 3. **Other tasks and assignments** 4. **Go around for comments** |
| **Meeting Adjourned** | At 8:16 pm by Julie Zilles |

**TASKS TO BE COMPLETED**

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| **Who** | **Task** | **Due** |
| **Policy Committee** | Discuss and make recommendation to the board regarding casual employee serving on the board. | **Before 2nd trimester of 2016.** |
| Declare regular monthly meeting time. | **By January board meeting** |
| **Outreach Committee** | Declare regular monthly meeting time. | **By January board meeting** |