

Common Ground Food Co-op
Board Meeting Minutes
September 12, 2016
6:15 pm to 8:15 pm
Lincoln Square Conference Center, Room 154D

Present: Jodi Anderson, Charles Delman, Magdalena Casper-Shipp, Megan Gillette, Margaret Johnstone, Todd Sweet, Colleen Wagner, Julie Zilles

Absent: none

Others Present: Satina Braswell, General Manager

Monica Adams, Green Top Board Member
Alan Langrall, Green Top Board Member
John Orawiec, Owner/Board Candidate
Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:17 pm by Julie Zilles
1. Preliminaries	<p>A. Guests/Owners Satina Braswell, General Manager Monica Adams, Green Top Board Member Alan Langrall, Green Top Board Member John Orawiec, Owner/Board Candidate Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment Monica Adams noted she and Alan Langrall were present to observe the board process.</p> <p>C. Agenda Amendments None</p>
2. Board Study	<p>A. MOO Content Julie Zilles reported that she and Satina Braswell met and decided that Satina would give a presentation on impacts and offer one-on-one conversations regarding survey results, public comments and feedback regarding the cancellation of the second location project, and Julie would present audit results, the democracy project and the election and voting processes. Julie noted they would direct the focus to the tables present for further targeted discussions. This would allow for the majority of the second location feedback to occur on a one-on-one basis, which Todd Wallace also recommends.</p>

	<p>There was discussion regarding the planning committee's general intent on more of an open house setting without formal presentations. Julie and Satina both advised there presentations would be very short, no more than 10-15 minutes combined, and would serve mainly to direct questions to the tables present. The committee noted their desire for an open house to distract from the absence of a full meal. Further discussion was had noting a decision on format must be made tonight to allow for proper preparation. Other formats of informing owners of the format were discussed, including a registration table, a handout and word of mouth. The general consensus was to avoid any presentations.</p> <p>Colleen Wagner presented the 6 tables available, four of which focus on one of the ends:</p> <ul style="list-style-type: none"> • Voting/Election Station • Meet the GM/President • A Vibrant Inclusive Community • Strengthening the Cooperative Movement • Educational and Food Resources • Sustainability <p>There was discussion about any preparations board candidates should have completed for the MOO, Magdalena clarified the packet notes the event as "an opportunity to meet owners" and no presentation/speech is required. There was discussion about which board members would be present and could team up with staff members to represent table topics.</p> <p>B. Outgoing words of wisdom</p> <p>Julie opened the floor to the board members not seeking re-election whose terms are expiring. Jodi Anderson thanked the board for the opportunity to participate in the board process and meet other owners. She noted with challenges on the horizon the board should prioritize listening to owners of all</p>
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	<p>backgrounds. Todd Sweet thanked the board for his experience and thinks with the current board members and the pool of candidates the board will be in great hands. Megan Gillette offered her thanks and notes her experience has been informative and inspirational and notes the board processes utilized are extremely good and it has been educational. Julie and the rest of the board thanked them for their service and contributions.</p>
3. Consent Agenda	<p>A. Public Minutes from August Meeting B. Private Minutes from August Meeting C. Minutes from Special Meeting D. GM Operational Update (MORe) E. Monthly Financial Updates</p> <p>Item B is removed from the Consent Agenda for amendments. Item E was not provided so cannot be reviewed.</p> <p>Action Taken The board unanimously approved items A, C and D from the Consent Agenda.</p> <p>Amendments to the Private Minutes from August Meeting were requested by Julie to reflect submission of revised proforma to Friday in place of Thursday, and to reverse order of one question and answer.</p> <p>Action Taken The board unanimously accepted the Private Minutes from August Meeting as amended.</p> <p>Satina noted the Monthly Financial Updates will be reported to the board along with quarterly reports later this week.</p>
4. GM Monitoring	<p>A. EL B4 Ownership The board reviewed the report for compliance.</p> <p>Action Taken The board unanimously accepted the report with acknowledgement of non-compliance.</p>

	<p>B. EL B9 GM Succession The board reviewed the report for compliance. There was a discrepancy in the interpretation of the required number of successors to be evaluated based on the old policy in effect and the new policy taking effect soon.</p> <p>Action Taken The board unanimously accepted the report with acknowledgement of non-compliance.</p>
5. Board Monitoring	<p>A. BP C8 Governance Investment The board reviewed the policy for compliance.</p> <p>Action Taken The board unanimously found themselves in compliance.</p> <p>B. BMR D4 GM Monitoring The board reviewed the policy for compliance.</p> <p>Action Taken The board unanimously found themselves in compliance.</p>
6. Board Admin	<p>A. Board Budget 2017 Magdalena Casper-Shipp presented the proposed board budget for fiscal year 2017. She went over line items detailing differences from previous years and intended uses for select line items. She noted the budget would allow for 2 board members to attend upcoming CCMA convention, as well an extra \$400 for training in light of the more than normal amount of new board members. There was discussion about individual line items, but generally the board agreed with the budget presented.</p> <p>Action Taken The board unanimously accepted the board budget for 2017 as presented.</p>

7. Committee Updates

A. Board Development Committee

Magdalena reported that the election is underway. She and Julie will be meeting with Todd Wallace soon to discuss the upcoming retreat. She noted she is still looking to secure a single location for the entire day and welcomed suggestions.

She intends to set up an orientation for the new board members shortly after the election. Jodi asked how the new metric evaluation system worked for the screening process. Magdalena noted it worked well, though some adjustments to the questions can be made to gather more specific information. She notes the one candidate who scored the lowest also withdrew their interest, which serves as an example that the system potentially aligns with results. Julie asked John Orawiec for his impression as someone who went through the process as a candidate. John noted he thought it was very informative and definitely clarified the commitment required to serve.

A. Owner Outreach Committee

Colleen Wagner noted she reported everything during the Board Study. Julie commented that the newsletter due in a few days was assigned to Todd, who has tendered his resignation effective September 13th, so we need a volunteer. Todd noted this newsletter is generally late and gives a report on the MOO, which allows for an easy format. Colleen volunteered to do the upcoming newsletter.

B. Policy Committee

Charles Delman has no report. Magdalena requested the election procedure be documented in the coming year.

Julie opened up the floor for guest questions prior to executive session. Alan Langrall asked for clarification on the Board Budget which Magdalena provided and offered follow up by email if needed.

	All guests, excluding Satina Braswell leave.
EXECUTIVE SESSION OPENS	
8. GM Compensation & Evaluation	
EXECUTIVE SESSION CLOSES	
GM Compensation & Evaluation continued...	<p>Action Taken</p> <p>The board unanimously decides to give a rating of acceptable with feedback for improvement.</p> <p>Action Taken</p> <p>The board unanimously votes to table a decision on the GM Compensation Proposal until the next meeting.</p>
9. Closing	<ul style="list-style-type: none"> A. Next meeting October 10, 2016 B. Outreach calendar assignments C. Other tasks and assignments D. Go around for comments <ul style="list-style-type: none"> 1. Magdalena notes she will not be present at the next board meeting but would like to run for Treasurer again, or President if there are no other nominees. 2. Julie requests that as a candidate for re-election, with no Vice President in place, with Magdalena absent, and with Todd's resignation vacating the Secretary role, that Charles Delman as Policy Committee Chair be prepared to preside over the October meeting.
Meeting Adjourned	At 8:40 pm by Julie Zilles