

Common Ground Food Co-op  
 Board Meeting Minutes  
 February 8, 2021  
 6:15 pm to 8:15 pm  
 Zoom Videoconference

Present: Ben Galewsky, JP Goguen, Ming Kuo, Taidghin O'Brien, Robert Taylor, Calvin Wang

Absent: None

Others Present: Gary Taylor, General Manager  
 Carmen Doerr, Financial Manager  
 Joanne Mierek, **Interim Manager**  
 Jade Algarin, Owner  
 Lisa Bralts, Owner  
 Lisa Powers, Owner  
 Mel Weinstein, Owner  
 Jeffrey Chandler, Minute Taker

<b>Proceedings</b>	
<b>Meeting called to order</b>	<b>At 6:17pm by Robert Taylor</b>
<b>1. Preliminaries</b>	<p><b>A. Guests/Owners</b>          Gary Taylor, General Manager          Carmen Doerr, Financial Manager          Joanne Mierek, <b>Interim Manager</b>          Jade Algarin, Owner          Lisa Bralts, Owner          Lisa Powers, Owner          Mel Weinstein, Owner          Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b>          None.</p> <p><b>C. Agenda Amendments</b>          No Executive Session this evening.          Committee reports will be presented in person as opposed to email submission.          Additional new business in regard to basement storage and google drive approval.          New director appointments moved right after preliminaries.</p> <p><b>Action Taken</b>          The board unanimously accepted the agenda as amended.</p>

<p><b>2. New Director Appointment</b></p>	<p>JP Goguen reported 6 applications were returned in their search for new board members to fill vacancies. In the meantime, an additional board member also resigned leaving total of three vacancies.</p> <p>JP proposed appointments for the following three individuals:</p> <p>Jade Algarin Lisa Bralts Mel Weinstein</p> <p><b>Action Taken</b></p> <p>The board unanimously approved the appointment of the three new board members.</p> <p>Joanne Mierek requested information for the new directors. JP noted upcoming steps in the orientation of new directors including conflict of interest reporting.</p>
<p><b>3. Board Study</b></p>	<p><b>A. Ends Report Expectations</b></p> <p>Ben Galewsky reviewed the Ends and ways in which operations and the board work toward the Ends. He further reviewed historic financial and metric trends in regards to effort towards the Ends over time. Ben clarified that the intention would be to revisit some of the metrics to see if they help revitalize Ends activities, continue to track data, and to identify clear definitions.</p> <p>There was additional discussion regarding using the qualitative data in conjunction with analysis about what the board interprets the Ends to mean and how they want to act on them. Discussions about how, especially in light of COVID, some metrics may seem down that would not accurately represent other End related wins. Taidghin O'Brien also noted it might be worth combining data with other community partners to look at a full scope of overall impact to Ends. Taidghin</p>

	<p>suggested a review of the historical data, current data, and identification of key definitions in preparation for the Ends report which is due in April.</p> <p>Brief discussion of upcoming board study topics and format, as well as, publicity to owners.</p>
<p><b>4. Consent Agenda</b></p>	<p><b>A. Public Minutes from January Meeting</b>  <b>B. Monthly Financials</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>5. GM Monitoring</b></p>	<p><b>A. EL B1 Financial Condition &amp; Activities</b>  Gary reviewed the findings in the report including graphs to show the co-op’s comparative performance among co-ops with similar size and location. He noted this comparative view could be available quarterly.</p> <p><b>Action Taken</b>  The board unanimously accepted the policy as in compliance.</p>
<p><b>6. Board Monitoring</b></p>	<p><b>A. Board Monitoring Report D1 – Unity of Control</b>  Ben mentioned potential issues for board members who are also on staff. It was noted the previous committee did evaluate policies when the staff was added to the board, but that Magdalena Casper-Shipp would be a good resource.</p> <p><b>B. Board Monitoring Report D2 – Accountability of GM</b></p> <p><b>C. Board Monitoring Report D3 – Delegation to GM</b></p> <p>The compliance of these policies will be evaluated in July 2021 will all other Board Monitoring policies.</p>

<p><b>7. Committee Updates</b></p>	<p><b>A. Board Development Committee</b>  JP noted the committee has been working towards tonight's nomination of three board of director appointees. He further noted vacancies on this committee if a new board member is interested. He will be scheduling an orientation for the new board members. He also mentioned the bi-weekly informal virtual meetings available to all board members to check in and get to know each other.</p> <p><b>B. Owner Outreach Committee</b>  Taidghin echoed a call for volunteers to join him and Calvin Wang on this committee. He noted the FinMOO coming up in two months.</p> <p><b>C. Policy Committee</b>  Ben advised the committee is working on revitalization of the board calendar in order to make it a template that can be used annually. He also solicited volunteers for new committee members.</p> <p><b>D. Visioning Working Group</b>  This group will transition into the Store Strategy Committee which will be comprised of staff members: Gary, Carmen Doerr, and Joanne Mierek, and board members: Robert, Ben, Calvin, and Taidghin to meet February 16<sup>th</sup>.</p>
<p><b>8. Board Admin</b></p>	<p><b>A. Monitoring Calendar</b>  Ben clarified he will provide an update by email.</p> <p><b>B. Treasurer Report</b>  Calvin asked for clarification on one charge.</p> <p><b>Action Taken</b>  The board unanimously approved the Treasurer's Report.</p> <p><b>C. Owner Loan Payback</b>  Gary reported what is due in owner loan payback over the next four quarters. He noted operations finds no reason to delay</p>

	<p>payment and warned against continued interest accrual if payment is delayed. Additional options were discussed. Gary requested approval to repay the quarter 1 owners loans.</p> <p><b>Action Taken</b> The board unanimously approved repayment of the quarter 1 owner loans.</p> <p><b>D. Operational Update – Basement Storage</b> Gary noted additional storage space is required and there is space available in the basement of Lincoln Square. As this is for rental of space, Gary does require board approval in writing.</p> <p><b>Action Taken</b> The board unanimously approved the request to sign an additional lease of \$200 per month for additional storage.</p> <p><b>E. Google Drive</b> Calvin reported the cost is \$660/year which can be cancelled at any time. Comparatively, basecamp was \$240/year and zoom at \$150/year. Public links to meetings do work within the platform. Ben noted a potential future issue restricting access to owners meetings to only owners.</p> <p><b>Action Taken</b> The board unanimously approved the use of Google for written correspondence, storage, and virtual meetings.</p>
<p><b>8. Closing</b></p>	<p><b>A. Next meeting March 15<sup>th</sup>, 2021</b> Delayed one week for reporting purposes. Publicity of new meeting time was discussed.</p> <p><b>Action Taken</b> The board unanimously approved the change of meeting date.</p> <p><b>B. Outreach Calendar Assignments</b> <b>Newsletter:</b> Taidghin O’Brien &amp; Lisa Bralts</p> <p><b>C. Other Assignments</b></p> <p><b>D. Check-out</b></p>

**Adjourned**

**At 8:18 pm by Robert Taylor**