

Common Ground Food Co-op  
 Board Meeting Minutes  
 May 14, 2018  
 6:15 pm to 8:15 pm  
 Urbana Civic Center, Urbana Illinois

Present: Karen Carney, Magdalena Casper-Shipp, Charles Delman, Margaret Johnstone,  
 Keith McKenney, Karen Medina, Ted Veselsky, Julie Zilles

Absent: Marissa Stewart

Others Present: Gary Taylor, GM  
 Sam Ihm, Staff/Owner  
 Stuart Levy, Owner  
 Jason Reinglass, Staff/Owner  
 Jeffrey Chandler, Minute Taker

<b>Proceedings</b>	
<b>Meeting called to order</b>	<b>At 6:17 pm by Julie Zilles</b>
<b>1. Preliminaries</b>	<p><b>A. Guests/Owners</b>          Gary Taylor, GM          Sam Ihm, Staff/Owner          Stuart Levy, Owner          Jason Reinglass, Staff/Owner          Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b>          Sam Ihm advised the board he intends to make a proposal that the board be made up of 4 staff members and 5 non-staff members. He notes he would like to meet with board and wants to have his proposal adopted in time for this year's election. Julie Zilles notes the board will reach out to him for discussion.</p> <p><b>C. Agenda Amendments</b>          None.</p>
<b>2. Board Study</b>	<p><b>A. Board Election Procedures.</b>          The Board Development Committee noted they will still be taking input through an announced date and then will bring back the proposal for a vote in June. They advised they intend to use the discussion tonight to review the proposed board member qualities and evaluation rubric. Margaret briefly reviewed the origin and history of the evaluation process. The four qualities they</p>

proposed to evaluate candidates on were: Thoughtfulness, Preparation, Cooperativeness and Communication Skills. They also reviewed additional changes and the proposed requirement that all sitting board members seeking re-election would also need to go through the evaluation process in order to seek re-election. They reviewed the scoring process and a proposed third party to review any evaluations scoring below the minimum to verify the scoring was impartial and accurate. That third party would also format candidate applications into anonymous submissions to allow for blind evaluations. The committee requested specific responses in regards to selecting the third party as well as how to inform applicants who have been denied.

Julie opened the floor for discussion. Karen Medina notes issue with how applicants would know how they were being evaluated, how the qualities mentioned would be defined for applicants and also the timeline given for declined applicants to gather the proposed signatures to remain on the ballot. Discussion followed.

Julie refocused discussion on the qualities the committee presented. The board discussed the four qualities presented and discussed the definitions and criteria desired for each. Magdalena Casper-Shipp noted previous efforts for candidate informational meetings will be revised this year for better visibility and accessibility.

Julie asked for input on the committee's question regarding contacting denied applicants. The general consensus was to provide constructive criticism detailing where the committee felt improvement was required.

When asked how many co-ops evaluate their board candidates both Julie and Magdalena replied their discussions at CCMA indicate nearly all co-ops evaluate candidates and some goes as far as offering a pre-selected slate of board members to be elected.

	<p><b>B. Policies and Procedures</b></p> <p>Charles Delman reviewed input and changes to the Board Disciplinary proposal. There was discussion regarding adapting the process for minor infractions that may not need board involvement. Julie mentioned a multi-step process where the committee would meet with the board member in violation and see if the issue could be resolved in a restorative way, and if the issue was too large for the committee to mitigate or a compromise could not be met, the issue would escalate to the board. There was discussion about what kinds of infractions were too big for the committee to handle, and the scope of the committee’s authority.</p>
<p><b>3. Consent Agenda</b></p>	<p><b>A. Public Minutes from April Meeting</b>  <b>B. Private Minutes from April Meeting</b>  <b>C. GM Operational Update (MORE)</b>  <b>D. Monthly Financials</b>  <b>E. Response to Ad-Hoc Staff Report</b>  <b>F. Quarterly Check-in</b></p> <p><b>Action Taken</b>  The board unanimously approved items C, D, E and F.</p> <p>Name and pronoun changes to the public and private minutes were requested.</p> <p><b>Action Taken</b>  The board unanimously approved items A and B as amended.</p>
<p><b>4. GM Monitoring</b></p>	<p><b>A. EL B1 Financials</b></p> <p>Julie proposed delaying this report until June for accurate accounting. Karen M. asked where issue in accounting happened, Gary Taylor noted issues with account access.</p> <p><b>Action Item</b>  The board unanimously approved moving this report to June for 2018 only.</p>
<p><b>5. Committee Reports</b></p>	<p><b>A. Board Development Committee</b></p> <p>The committee noted they will be back in June with election procedure revisions for approval.</p>

	<p><b>B. Owner Outreach</b>  Karen M reported Marissa Stewart elected chair of the reformed committee. The committee is working with marketing staff on FinMOO outcomes, MOO planning and owner farm tours. Julie noted the importance of the MOO date in the election calendar.</p> <p><b>C. Policy Committee</b>  The committee noted they will continue to work on the disciplinary proposal.</p> <p><b>D. Visioning Working Group</b>  The committee advised they will present in June during Board Study.</p>
<p><b>6. Board Admin</b></p>	<p><b>A. Review of Ends in 2018</b>  Julie notes no vote took place last month. There was additional discussion regarding better timing for a review, but also a need for review in light of the changing climate of the industry. It was also noted the visioning work this year will allow for good input in regards to Ends revision.</p> <p><b>Action Taken</b>  The board approved a motion to delay Ends revision this year, but to discuss it as a priority at the annual retreat.</p> <p><b>B. Owner Loan Decisions</b>  It was reported that all but one of the 2008 owner loans has been repaid, with the final repayment delayed because of an out-of-date address. Shared Capital is currently working with Gary to review the ability to pay loans back this year. Julie reviewed if Shared Capital says no, the board has no choice. If they say yes, Gary can then evaluate a repayment plan. Gary notes he would like board input.</p> <p><b>Action Taken</b>  The board appointed Magdalena Casper-Shipp, Charles Delman, and Julie Zilles to the Financial Monitoring Working Group to work with Gary. Keith McKenney abstained.</p>

	<p><b>C. GM Compensation</b> Julie reviewed the process for GM compensation negotiation. She noted tonight the board needed to appoint a working group to draft a Request For Proposal. Julie advised she will not serve but can provide previous proposals for reference.</p> <p><b>Action Taken</b> The board unanimously appointed Karen Carney, Karen Medina and Marissa Stewart (if willing) to the GM Compensation Request For Proposal Working Group.</p> <p><b>D. GM Monitoring</b> Julie mentioned she, Gary and Tim Sullivan met to discuss the need for the Monitoring Agreement, and agreed ending the agreement as of May 1st was the best option.</p> <p><b>Action Taken</b> The board approved termination of the Mentoring Agreement retroactively as of May 1st. Ted Veselsky abstained.</p> <p><i>(all guests leave the meeting)</i></p>
<p><b>EXECUTIVE SESSION OPENS</b></p> <p><b>EXECUTIVE SESSION CLOSSES</b></p>	
<p><b>8. Closing</b></p>	<p><b>A. Next meeting June 11, 2018</b> Urbana Civic Center</p> <p><b>B. Outreach calendar assignments</b></p> <p><b>C. Other tasks and assignments</b></p> <p><b>D. Go around for comments</b></p>
<p><b>Meeting Adjourned</b></p>	<p><b>At 8:24pm by Julie Zilles</b></p>