

Common Ground Food Co-op
 Board Meeting Minutes
 April 8, 2019
 6:15 pm to 8:15 pm
 Urbana First United Methodist Church, 2nd floor Parlor – Urbana, Illinois

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

Absent: Margaret Johnstone, Yusuf Hermes

Others Present: Gary Taylor, GM
 Colin Dodson, Owner/IT Coordinator
 Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:15 pm by Marissa Stewart
1. Preliminaries	<p>A. Guests/Owners</p> <p>Gary Taylor, GM Colin Dodson, Owner/IT Coordinator Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment</p> <p>None.</p> <p>C. Agenda Amendments</p> <p>The order of items 6 and 7 were switched to allow for a better flow of discussion.</p> <p>Action Taken</p> <p>The board unanimously approved a motion to switch the order of items 6 and 7.</p>
2. Board Study	<p>A. Bylaws and Policies with Staff on Board</p> <p>Charles Delman presented results from the staff survey results regarding staff members serving on the board and staff reporting. He noted that staff would like to report their independent assessment of co-op operations. The feedback was mixed with respect to limiting the number of seats that could be filled by staff members. Additional feedback was presented regarding conflicts of interest,</p>

quantitative versus qualitative evaluation, retention, communication, expectations, GM job clarity, and internal procedures.

Charles further presented feedback on policies governing staff serving on the board, specifically the number of seats, the staff treatment policy, and the desire for additional staffing to allow for time for departmental meetings and co-op development involving staff.

Julie Zilles clarified that 13 people participated in the survey and 9 participated in the feedback meetings, of the 75 members of the staff. Julie solicited opinions from the board regarding their response to the feedback. Magdalena Casper-Shipp agreed that the staff treatment policy should be more robust to enable staff to provide feedback they feel is important, and that staff reports would need to parallel the GM reports in terms of content and schedule. The addition of these reports would supplement the quantitative data presented by the GM reports with more qualitative information, which the staff feels is important. Charles added this would make the staff feel heard, while also helping them to understand the big picture, and to boost morale through involvement. Kathleen Moreno added that additional reports would allow for tighter evaluation of the GM, with both qualitative and quantitative data to consider. Charles does not think the additional reporting would take more time for staff to compile and for staff to review. Per Julie's request, Kathleen clarified her goal in adding reporting would be to open communication, which is a key issue for the staff, allowing for a better relationship. Charles added his response to the staff's feedback about the company culture they would like, and that this would also meet the

End of having an inclusive and vibrant community. Marissa Stewart noted that policy governance can prevent open communication with the staff. As a consequence, the view the board receives is primarily that of the GM, which may not give the whole picture, particularly in times of trouble.

Due to her interpretation of a conflict of interest, Magdalena expressed her opinion that staff board members would not be able to vote on many items, so one staff board member would be sufficient. Charles notes his definition of conflict of interest is looser than others', but in general he agrees with Magdalena and Kathleen. He posed the question whether conflict of interest is anything relating to the GM, or just items where the potential for personal gain is present. Magdalena noted changes to this definition would require a change to the bylaws regarding conflict of interest. Charles stated he feels at least 6 non-staff board members should exist, so no more than three staff members should serve on the board, at least initially.

Marissa asked which of these changes would require by-law changes as opposed to policy changes. Magdalena specified the only changes would be to the number of staff members who can serve, conflict of interest clarification, and a clearer specification limiting the GM from serving would require by-law changes. Karen Carney noted that in a general election with owners and staff combined, the possibility exists that staff candidates who run might not be elected, and wondered whether staff believe they should be guaranteed a seat. Charles thought that staff understood this possibility, and observed that directors must be voted on by the full owner population,

regardless of the candidate's status as a staff member.

Julie added that heightened concerns about staff input may be a response to the pain felt in recent history when the staff felt information not provided to the board was largely the board's own fault. She does not want the board to implement policy and procedural changes that will take a lot of time and energy and that may not address that pain. She too wants the staff to feel heard, but worries that they may not have the information to create solutions to personnel problems that were handled confidentially. Charles and Kathleen both noted that the staff addressed current issues and are looking to build a new workplace culture, but Charles also agreed that historical experiences inspired this discussion. Magdalena expressed concern about whether opinion-based qualitative data would appear as fact when submitted in a report. Charles noted that similar opinions from many could point the board to particular areas of concern. Charles also noted that such policies could be amended if the reporting work outweighed the benefit.

Marissa noted that as a former staff member she could see the problem of staff/board separation. Jeffrey Chandler observed that the staff may be misreading the connection between the board's work and their daily work life, noting the potential differences in his corporate experience versus the co-op business model. He also added his observation that the staff presence in board meetings, with a couple exceptions, has been primarily to be heard but not to listen, as they generally leave the meeting after they are given the opportunity to speak. Colin Dodson noted that he is coming from a place of hope that the co-op can be more representative in

	<p>the future. He added that current staff did not all have a chance to give feedback via survey, and noted that the point of increased input would be to enable them to speak for themselves, as opposed to being filtered through the GM’s perception. Charles noted that Jeffrey brought up a good question regarding how the co-op is different from a corporation, and that the staff having impact and input are key distinctions.</p> <p>Marissa focused discussion for time on items the policy committee needs from the board to proceed. Charles noted the committee would like to take the bylaw changes for legal consultation, which Marissa noted was a good next step. The board also noted that they would be interested in seeing the proposed policy changes the committee would like to make.</p>
<p>3. Consent Agenda</p>	<p>A. Public Minutes from March Meeting B. Private Minutes from March Meeting C. GM Operational Update (MORE)</p> <p>Action Taken The board approved the consent agenda as a whole.</p> <p>Charles Delman abstained due to absence in March.</p>
<p>4. Board Monitoring</p>	<p>A. Board Process C5 – Code of Conduct There was general discussion about improvements over last year.</p> <p>B. Board Process C1 – Governing Style</p> <p>Action Taken The board unanimously found themselves in compliance on both items.</p>
<p>5. Committee Updates</p>	<p>A. Board Development Committee</p>

	<p>Magdalena noted she has not been able to compile the changes for the election packet, as other board responsibilities took priority.</p> <p>B. Owner Outreach Committee Evelyne Tardy met with Gary to finalize plans for the FinMOO. She passed a sign-up sheet for raffle prizes and event set-up. The FinMOO is April 16th from 6-8pm, and the board was asked to arrive at 5pm.</p> <p>C. Policy Committee See board study. Charles also noted the discussion regarding owner equity has been delayed as other projects took priority, but it remains on their agenda.</p> <p>Action Taken The board approved the policy committee’s request to consult a lawyer regarding potential bylaw changes.</p> <p>D. Visioning Working Groups Karen Carney thanked all the groups who turned in their reports by April 1. She and Julie met to discuss those reports, and plan to solicit additional feedback from the board members about the experience of having owners serve on these working groups. Visioning believes the FinMOO is too soon to provide owners with substantive feedback, but they plan to provide a brief overview. The committee will lead the study session in May to provide more findings from the project.</p>
<p>6. GM Monitoring</p>	<p>A. Ends Report A report was submitted prior to the meeting. Charles congratulated Gary on good progress on multiple Ends. Julie noted she appreciated the format and accessibility. The board discussed what types of educational efforts were ongoing but not included here.</p>

	<p>Action Taken The board unanimously accepted the report as in compliance.</p>
<p>7. Board Admin</p>	<p>A. Review Ends in 2019? Annually the board discusses whether they would like to review the Ends or continue with the current Ends for the year. Discussion was had as to whether the visioning project would be a compatible vehicle for a review of the Ends, or if in contrast the visioning project is not at the point where a review of Ends is plausible. Karen asked Gary if he had any input regarding the Ends, and he noted the staff is looking into a fifth end in regards to providing a democratic organization in which staff and owners can participate. There was discussion that it could fit within other Ends, and Charles noted instead of changing the Ends, he would like to see further expansion of the Ends via sub-categories. Marissa agreed, but noted the board has two large projects underway so this may not be the right time..</p> <p>Action Taken The board unanimously approved a motion not to proceed with a formal review of the Ends in 2019.</p>
<p>B. Lease Update</p>	<p>A. Update</p>
<p>C. Closing</p>	<p>A. Next meeting May 13, 2019 B. Outreach calendar assignments Magdalena to table in May with Marissa, Karen to complete the newsletter. C. Other assignments D. Check-out</p>
<p>Meeting Adjourned</p>	<p>At 8:20 pm by Marissa Stewart</p>

