

Common Ground Food Co-op  
 Board Meeting Minutes  
 December 10, 2018  
 6:15 pm to 8:15 pm  
 Urbana Civic Center, Urbana Illinois

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

Absent: None

Others Present: Gary Taylor, GM  
 Joanne Mierek, Staff  
 Colin Dodson, Owner/Staff  
 George Hardebeck, Owner  
 Sam Ihm, Owner/Staff  
 Al Kagan, Owner  
 Stuart Levy, Owner  
 Andi Marietta, Owner/Staff  
 Karen Medina, Owner  
 Julie Nieset, Owner  
 Emily Stratton, Owner  
 Jeffrey Chandler, Minute Taker

<b>Proceedings</b>	
<b>Meeting called to order</b>	<b>At 6:15 pm by Marissa Stewart</b>
<b>1. Preliminaries</b>	<b>A. Guests/Owners</b>  Gary Taylor, GM  Joanne Mierek, Owner/Staff  Colin Dodson, Owner/Staff  George Hardebeck, Owner  Sam Ihm, Owner/Staff  Al Kagan, Owner  Stuart Levy, Owner  Andi Marietta, Owner/Staff  Karen Medina, Owner  Julie Nieset, Owner

	<p>Emily Stratton, Owner</p> <p>Jeffrey Chandler, Minute Taker</p> <p><b>B. Public Comment</b></p> <p>Stuart Levy expressed hope that the board will adopt a procedure for responding when owner initiatives come forward. He noted that it was problematic that explanation of the recent bylaws change came only from the board, and was glad that the December board study was focused on owner communication. He also noted the importance of addressing the impact of the bylaws change in a timely way to enable staff to run for the board.</p> <p><b>C. Agenda Amendments</b></p> <p>None.</p>
<p><b>2. Board Study</b></p>	<p><b>A. Responding to Owners</b></p> <p>Marissa distributed an agenda for the board study and noted that while all points may not be covered, follow-up discussions will continue to happen. The first point concerned how the board communicates with owners and the public. She reviewed the priorities set by the board for 2019, specifically the visioning project, the policy review regarding staff in governance, owner outreach, supporting the GM, and the board-staff relationship. She initiated small group discussions on shared values with those priorities in mind. Groups came back together and shared ideas about priorities for communication and shared values. Groups mentioned directness, honesty, timeliness, transparency, neutrality, consistency, holism, respect, trust, approachability, addressing concerns as they are raised, prioritizing concerns based on how many owners are involved, and utilizing and understanding different channels of communication. Limitations</p>

	<p>noted included time limitations of board members, the potential volume of owner input, legality, confidentiality, holism, follow-through, owner attendance and participation, the unrealistic goal of pleasing everyone, and the representative nature of the board and how that dictates communication and board structure.</p> <p>Marissa noted that as part of the governance structure the board must maintain board holism, a concept she reviewed in brief. She noted this can also be a limitation in that it can limit what individual board members can share. Those in attendance split back into groups to discuss how the shared values noted in the first portion relate to board holism. Groups reported thoughts on how social media plays a role in holism, the incompleteness of information as currently kept private by holism, broadening the circle of discussion to include owners, developing paths or processes of communication that convey information but protect confidentiality, discrepancies between individual opinions, transparency versus holism, levels of engagement, more open communication about how decisions are made, and how timeliness can be affected by the need to create a holistic message. It was noted that legalities require holism, therefore it must be included, but could be interpreted to better serve the shared communication values. Marissa thanked everyone for their participation.</p>
<p><b>3. Consent Agenda</b></p>	<p><b>A. Public Minutes from November Meeting</b>  <b>B. Private Minutes from November Meeting</b>  <b>C. GM Operational Update (MORe)</b>  <b>D. Monthly Financials</b></p>

	<p><b>Action Taken</b></p> <p>The board unanimously approved the consent agenda as a whole.</p>
<p><b>4. GM Monitoring</b></p>	<p><b>A. EL B8 Board Logistical Support</b></p> <p>This is a revised copy of a report received last month. Discussion about the plan to return to compliance.</p> <p><b>Action Taken</b></p> <p>The board unanimously accepted the report with acknowledgement of non-compliance.</p> <p><b>B. EL B6 Staff Treatment</b></p> <p>Discussion about when an HR audit was last performed to specify relevance of 5 year recommendation, it was noted the last audit occurred in 2013.</p> <p><b>Action Taken</b></p> <p>The board unanimously accepted the board as in compliance.</p> <p>Julie Zilles proposed that the Policy Committee review this policy so that it asks the questions and provides the interpretations for which the board is looking.</p> <p><b>Action Taken</b></p> <p>The board unanimously charges the Policy Committee with reviewing EL B6 for relevance and updates.</p> <p><b>C. EL B9 Emergency GM Succession</b></p>

	<p><b>Action Taken</b></p> <p>The board unanimously accepted the report as in compliance.</p>
<p><b>5. Board Monitoring</b></p>	<p><b>A. BP C7 Committee Principles</b></p> <p><b>Action Taken</b></p> <p>The board unanimously found themselves in compliance.</p>
<p><b>6. Committee Updates</b></p>	<p><b>A. Board Development Committee</b></p> <p>Magdalena Casper-Shipp reported the committee met and discussed locations and times of meetings, and the board study calendar. There was discussion regarding the future board meeting location, noting the IMC (Independent Media Center) and a church which are being pursued. Committee is leaning towards the IMC or a church. The task of confirming the space was passed back to Jeffrey Chandler. Also discussed was the timeframe for the election packet and integration with other committees.</p> <p><b>B. Owner Outreach Committee</b></p> <p>Evelyne Tardy noted the committee met with Gary Taylor and Sarah Buckman. They presented the outreach calendar to allow board members to sign up for tabling and newsletter assignments. The board discussed ideas for tabling, including bagging groceries at the checkout. Julie thought that when bagging was discussed earlier, legality may have been an issue, and Gary noted he would research and follow up.</p> <p><b>C. Policy Committee</b></p> <p>Charles Delman reported that the committee met and discussed public posting of board policies and what kinds of policies would be necessary to allow the documents to be posted. Charles reviewed the EL B8</p>

policy and the proposal the committee prepared. Marissa asked members to send feedback to the committee for review. Charles noted that posting policies would also require some allowance for the committee to communicate with the IT staff. Julie mentioned that the bylaws change would probably need to take priority over the posting of policies. The policy committee asked for authorization to resume meeting with interested staff regarding staff communication with the board. Magdalena noted allowing the board to communicate freely with the staff will also facilitate better communication in regards to staff governance. Charles noted the issues are related but were brought to the board as separate needs, and the committee feels this is the first step to work on the staff governance initiative. There was brief discussion about how staff standing committees are no longer meeting. Marissa asked for clarification of what is being asked of the board. Charles advised they are looking for authorization to determine and discuss the staff role in regards to board-staff communication, and also staff-governance. Julie noted concerns with the open-ended nature of the proposal.

**Action Taken**

The board passed a motion to give authorization to the committee to begin having discussion sessions with Gary and potential staff members of a broad range that is all inclusive of staff and co-op issues.

Magdalena abstained

	<p><b>D. Visioning Committee</b>  Karen Carney reported the committee met and is still working through feedback from the retreat. The committee reported they will lead the board study in January.</p>
<p><b>7. Board Admin</b></p>	<p><b>A. Committee Charters</b>  Committees submitted charters with the exception of the Policy Committee</p> <p><b>Action Taken</b>  The board unanimously approved the Board Development, Owner Outreach and Visioning Committee Charters.</p> <p><b>B. 18-19 Monitoring Calendar</b>  Marissa clarified the monitoring report calendar but does not include committee events, which are due in January.</p> <p><b>Action Taken</b>  The board unanimously approved the 18-19 Monitoring Calendar.</p> <p><b>C. Auto-reply Message</b></p> <p><b>Action Taken</b>  The board unanimously approved the Auto-reply Message proposal as presented.</p> <p>Guests were excused.</p>
<p><b>EXECUTIVE SESSION OPENS</b></p>	
<p><b>8. Lease Update</b></p> <p><b>9. GM Quarterly Check-In</b></p>	

<b>EXECUTIVE SESSION CLOSURES</b>	
<b>GM Quarterly Check-In (Continued)</b>	<b>Action Taken</b> The board unanimously approved a motion to authorize Marissa to provide their feedback to Gary.
<b>10. Closing</b>	<b>A. Next meeting January 14, 2019</b> TBD <b>B. Outreach calendar assignments</b> <b>C. Other tasks and assignments</b> <b>D. Go around for comments</b>
<b>E. Meeting Adjourned</b>	<b>At 8:39 pm by Marissa Stewart</b>