

Common Ground Food Co-op
 Board Meeting Minutes
 July 13, 2020
 6:15 pm to 8:15 pm
 Zoom Videoconference

Present: Karen Carney, Rey Delitto, Colin Dodson, Michael Feltes, Ben Galewsky, JP Goguen, Evelyne Tardy, Robert Taylor

Absent: Magdalena Casper-Shipp

Others Present: Gary Taylor, GM
 elizaBeth Simpson, Owner/Consultant
 Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:15 pm by Karen Carney
1. Preliminaries	<p>A. Guests/Owners Gary Taylor, GM elizaBeth Simpson, Owner/Consultant Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment None.</p> <p>C. Agenda Amendments Karen Carney moved discussion of the MOO to committee Reports to devote full board study to elizaBeth Simpson.</p>
2. Board Study	<p>A. Conversation with elizaBeth Simpson Evelyne Tardy provided some background information on elizaBeth Simpson and noted her proposal to offer consultation on the End of a vibrant and inclusive community. elizaBeth noted that she previously facilitated events and programs for the Co-op and provided mediation for conflict resolution. During the expansion project, she worked with the staff on stress. She also began work with the Food for All program under Jacqueline Hannah defining the program and establishing strategic planning which unfortunately ended as Jacqueline transitioned out. She advised that there is a</p>

large amount of foundational work that is still relevant but has not been used. The previous group found a lot of unused resources because of a lack of communication and engagement. The recent events which have brought further light to racial disparity, and the board's recent statement, have motivated her to ask what operational structural changes would support that end and how can she help?

She reviewed feedback she received regarding the vibrant and inclusive End from the board. There was board discussion regarding a need to address the broader community, including questions about diversity and income disparities and how the co-op should address those additional factors. elizaBeth noted the previous studies the co-op performed indicated that key methods of bridging the gap include communication and marketing. Ben Galewsky reiterated the issues with diversity on the board, and was interested in the items related to increasing outreach and board participation from diverse community members.

She presented a consultation proposal to help the co-op better reach their End to be a part of a vibrant and inclusive culture. The proposal included elements of board recruitment and outreach training, resource assessment, cultural competency, and anti-bias training. It also included work to establish a strategic plan and committee focused on the vibrant and inclusive community, in addition to a community ambassador program.

Discussion continued regarding the proposal and what would be possible. An additional special meeting was suggested. elizaBeth also noted that even within the short period of time before this year's board nominations are due, the current board could make an impact. The board will discuss further and reach back out to elizaBeth.

<p>3. Consent Agenda</p>	<p>A. Public Minutes from June Meeting B. GM Operational Update (MORE) C. May Financials D. Repayment of Owner Loans E. Legal Consultation Fees</p> <p>Michael Feltes noted his frustration with the legal fees because he did not remember when the board approved this large amount of money. He would like a more formal process to approve additional board expenditures. The policy committee will discuss this for future presentation to the board.</p> <p>Action Taken The board approved the legal consultation fees and directed the policy committee to review the board expense process. Robert Taylor abstained.</p> <p>Action Taken The board unanimously approved the remainder of the consent agenda as a whole.</p>
<p>4. GM Monitoring</p>	<p>A. Executive Limitation B4 - Ownership Ben noted this may be a place to examine if the policy is doing what we want it to, especially in response to the elizaBeth’s presentation on the gap in communication. The board referred further discussion to the Policy Committee.</p> <p>Action Taken The board unanimously voted to accept the report as in compliance. Colin Dodson abstained as they assisted in the compilation of this report as a member of the staff.</p>
<p>5. Board Monitoring</p>	<p>A. BMR D1 – Unity of Control</p> <p>Action Taken The board unanimously found themselves in compliance.</p>

	<p>B. BMR D2 – Accountability of the GM</p> <p>Action Taken The board unanimously found themselves in compliance.</p> <p>C. BMR D3 – Delegation to the GM</p> <p>Action Taken The board unanimously found themselves in compliance.</p> <p>D. BMR D4 – Monitoring GM Performance Michael noted monitoring has not been rigorous enough, and the board should feel empowered to send reports back. The board decided this policy requires further discussion.</p> <p>Action Taken The board found themselves out of compliance. Colin Dodson abstained.</p> <p>E. BP C1 – Governing Style</p> <p>Action Taken The board unanimously found themselves in compliance.</p> <p>F. BP C2 – The Boards’ Job Ben, Colin, and Michael noted the board’s meaningful relationship with the owners and staff are chronic issues that need to be addressed quickly and intentionally. Michael noted again that he does not feel like the monitoring has been rigorous enough and non-compliant reports have not been returned for revision when required.</p> <p>Action Taken The board found themselves out of compliance. JP Goguen abstained.</p> <p>G. BP C3 – Agenda Planning Michael noted non-compliance because the 7-day period has not been adhered to, and the multi-year work plan has not been created or implemented. Additionally, it was noted the</p>
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calendar had been altered often to accommodate the largely new board membership.

Action Taken

The board found themselves out of compliance. Colin Dodson, Ben Galewsky, and Evelyne Tardy abstained.

H. BP C4 – Board Meetings

Robert mentioned non-compliance for organization, while Ben and Colin noted compliance

Action Taken

The board found themselves in compliance. Rey Delitto abstained.

I. BP C5 – Directors Code of Conduct

Michael noted appreciation for Colin's attention to his dual role and conflict of interest.

Action Taken

The board unanimously found themselves in compliance.

J. BP C6 – Officers Roles

Colin feels they are often behind due to the electronic nature of meetings. Karen agreed the electronic format posed problems. Docusign was mentioned as a potential way to help manage electronic signatures. The process was referred to policy committee for discussion regarding electronic record keeping policies and processes.

Action Taken

The board unanimously found themselves in compliance.

K. BP C7 – Board Committee Principles

The Policy committee was asked to discuss revisions to include directives for committees to meet. Karen advised procedures may provide more thorough detail, additionally committee charters should specify when and how often the committee will meet.

	<p>Action Taken The board found themselves in compliance. Michael Feltes abstained.</p> <p>L. BP C8 – Governance Investment Karen noted no formal process for approving expenses. Michael added that Columinate language is clearer than our current reporting, would like policy committee to review. Evelyne and JP mentioned weaknesses in continuous training beyond the expedited initial training, retreat, and webinars.</p> <p>Action Taken The board found themselves in compliance. Rey Delitto, Colin Dodson, JP Goguen, and Evelyne Tardy abstained.</p>
<p>6. Board Admin</p>	<p>A. Board Development Committee JP noted his excitement for potential consultation with elizaBeth. He cited some issues with the election packet upload which have been fixed. He is working with Sarah Buckman for election packet marketing.</p> <p>B. Owner Outreach Committee Evelyne reported that the committee, Gary, and Sarah need to meet to discuss the Virtual MOO.</p> <p>C. Policy Committee Michael reported the committee has not met.</p> <p>D. Visioning Working Group Robert reported the committee has not met.</p>
<p>E. Closing</p>	<p>A. Next meeting August 10, 2020 B. Outreach calendar assignments Newsletter: Michael August Study Session: Visioning C. Other assignments</p>
<p>Adjourned</p>	<p>At 8:08 pm by Karen Carney</p>