

Common Ground Food Co-op
 Board Meeting Minutes
 October 8, 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
 Sam Ihm, Staff/Owner
 Stuart Levy, Owner
 Zoe MacDowell Kaswan, Owner
 Karen Medina, Owner
 Hyde O'Brien, Owner
 Jason Reinglass, Staff/Owner
 Emily Stratton, Owner
 Ella Wilcox, Owner
 Jeffrey Chandler, Minute Taker

Proceedings	
Meeting called to order	At 6:14 pm by Julie Zilles
1. Preliminaries	<p>A. Guests/Owners Gary Taylor, GM Sam Ihm, Staff/Owner Stuart Levy, Owner Zoe MacDowell Kaswan, Owner Karen Medina, Owner Hyde O'Brien, Owner Jason Reinglass, Staff/Owner Emily Stratton, Owner Ella Wilcox, Owner Jeffrey Chandler, Minute Taker</p> <p>B. Public Comment Julie Zilles allowed for a round of introductions and welcomed new board members.</p> <p>Ella Wilcox, owner, welcomes new board members and notes her love for the co-op. She feels the co-op has many challenges, noting small farm issues, food safety, and government interference. She further</p>

	<p>expressed that the board cannot be expected to handle everything the coop is facing, and wants owners to be more informed and involved to help.</p> <p>Hyde O'Brien presented on behalf of the Friends of Common Ground, a group of owners dedicated to the co-op, its Ends, and its continued place and importance in the Champaign-Urbana food system and community. They brought request that the board facilitated owners and the board working better together. In particular, they would like functionality, transparency and accountability from the board. In regards to functionality, they request time be added to board meetings for public comments, that more information and access be given prior to and after the meeting, that owners be involved in board committees and working groups, and that documentation be available on how to perform board functions, for example allowing appropriate time for by-law amendments. For transparency, they ask that the meeting agenda available online a week in advance with all linked documents to be discussed, all board rules and procedures be available for all owners without the presence of a board member, and a shared calendar of board operations available. Finally in regards to accountability, they ask for written documentation regarding how board members are evaluated, statement of clarity regarding the oversight of the board president, and documentation in the minutes of all procedural votes, including how each member of the board voted. It was noted these asks would be available to all owners and the public.</p> <p>C. Agenda Amendments Julie noted Item 3F removed from consent agenda and added as 7D.</p>
<p>2. Board Study</p>	<p>A. Owner Outreach Marissa Stewart allowed for MOO feedback. Kathleen Moreno was fascinated by a comment from about the disposables and</p>

waste, which inspired her to be waste-free, but was concerned that bowls were no longer being composted. She noted Interest in a zero-waste project. Julie notes for MOO feedback, fuller answers should be ready. Gary notes operations is trying to find more biodegradable disposable items. Marissa mentioned a need for a system to follow up on questions that could not be answered at the MOO.

Magdalena Casper-Shipp noted she like the hallway as a venue. Marissa noted if more people attended it may have been tight. Yusuf Hermes thought attendance was down from recent years, which he found weird in light of the higher than normal owner engagement of the past year and the venue conveniently behind the store. Evelyne Tardy notes last year was more of an event, with food and educational opportunities. Friday night timing also raised as an issue. Charles Delman offered an idea to gather agenda items from owners which could help add content and participation. Julie noted since 2013 changes voting determine it must be done by the end of the MOO, which has inspired more online voting and less emphasis on the MOO as a place to meet prospective board members. Kathleen noted there may have been confusion over when voting ended, 6pm vs. 8pm.

Marissa provided details on the Outreach Calendar, noting direction for what topics may be covered in a newsletter and tabling so board members know what they are signing up to do in the coming year. Started calendar for 2019 but waiting for further information from board study and marketing calendars. Marissa reviewed what happens at tabling for new board members.

B. Policy Governance

Charles Delman led a presentation defining policy governance, and recommended the book *Boards that Make a Difference* by John Carver. The presentation covered topics regarding the purpose of policy governance,

	<p>what the board’s job is, and how they do their job, decision making, policy levels, executive limitations, and board holism.</p> <p>Attendees split into groups to discuss Ends in policy governance. Group members presented ideas after their discussions. Important ideas shared were staff and economic inclusivity, impacts and outcomes of a vibrant inclusive community, empowerment, educational resource availability, community forums, presentations from experts, Ends policy and its positive boundless phrasing, clarification on what strengthens co-ops as opposed to weakens them. Charles thanked those present for participating.</p>
<p>3. Consent Agenda</p>	<p>A. Public Minutes from September Meeting B. Private Minutes from September Meeting C. MORE Report D. Monthly Financials E. Documentation of Electronic Vote</p> <p>Item 3D was removed for discussion.</p> <p>Action Taken The board unanimously approved the Consent Agenda with the exception of item 3D.</p> <p>Magdalena asked about Bank Champaign’s decrease in funds, Gary Taylor noted the decrease represents loan repayments. Charles asked about the Shared Capital refinancing fees in both June and July, Gary reported he will investigate further. Charles asked about wage increase month to month, Gary noted payroll falls differently in each month. Julie asked Charles and Magdalena to send their questions in writing to Gary so he can answer them, but the report acceptance is not in question.</p> <p>Action Taken The board unanimously accepted the Monthly Financials report.</p>

4. GM Monitoring

A. EL B5 Treatment of Customers

Magdalena noted sub-policy four is not in compliance because items in the Newsletter caused public controversy which were not included in the report which could affect the perception of the co-op. There was additional discussion regarding what a public event and significant impact are in this interpretation. It was noted a policy discussion should occur.

Action Taken

The board accepted the report as in compliance.

B. EL B7 Communication to the Board

Magdalena Casper-Shipp suggested that sub-policy four was not in compliance because items in the Newsletter which could affect the perception of the co-op were not reported to the board. There was additional discussion regarding what a public event and significant impact are in this interpretation. The board concluded that the interpretation in the monitoring report was reasonable, but that the policy may not be covering everything it needs to.

Action Taken

The board approved a motion to send the policy to Policy committee for review.

Action Taken

The board accepted the report as out of compliance based on Sub-policy 1.

Action Taken

The board approved a motion to monitor EL B5 Sub-policy 1 in January 2019.

C. EL B8 Support of the Board

Marissa Stewart questioned compliance with these policies, as board meeting minutes not posted for two months this summer. Gary notes issue has been corrected since, but should have been included in report and would make the report out of compliance. Julie advised that an out of compliance report should include a plan to return to compliance. Since this issue has been

	<p>corrected already, the plan to return to return to compliance might include steps that have been or will be taken to avoid recurrence.</p> <p>Action Taken The board approved a motion to delay the review of this report to November for 2018 only, so that a plan to return to compliance can be added.</p>
<p>5. Board Monitoring</p>	<p>A. BP C5 Code of Conduct Julie reported this review is scheduled now during the first meeting with new board members to set expectations from the beginning. Kathleen Moreno asked about setting deadlines, but was it was noted deadlines are not governed by a policy, but could be. It was also noted this policy governs individual board member actions and behaviors, not overall board processes. Julie proposed delaying a vote, and noted this should be used informationally tonight. This report is reviewed twice a year, so it will be reviewed again in April 2019.</p> <p>B. BP C1 Governing Style Julie reviewed the policy noting board members who miss three meetings in a 12-month period can and have been removed. Magdalena noted issue with #5, noting there is generally pressure to agree. Julie noted she would also like to postpone a vote on this policy until April 2019.</p> <p>C. Code of Conduct Board members submitted code of conduct agreements.</p> <p>D. Conflicts of Interest Julie explained that all members must turn in a form listing their potential conflicts of interest as well as sharing them aloud for complete transparency. All board members shared their conflicts of interest and submitted their documentation.</p> <p>E. BP C8 Governing Investment Magdalena noted the board budget does not allow for members going to CCMA, but she</p>

	<p>discussed the issue with Gary, which may impact the budget. It was noted already out of compliance as not approved by September.</p> <p>Action Taken The board accepted the report with acknowledgement of non-compliance.</p> <p>Action Taken The board approved a motion to review the board budget in November 2018.</p>
<p>6. Committee Updates</p>	<p>Julie advised this section would be skipped for time.</p>
<p>7. Board Admin</p>	<p>A. Board Officer Elections</p> <p>PRESIDENT</p> <p>A. Nominations</p> <p>Julie noted no nominations sent before the meeting were accepted, and welcomed nominations from the floor.</p> <p>Charles nominated Marissa, who declined, and later explained she only has one year left of her term, and would not be a good option to mentor a new President in a year.</p> <p>Kathleen nominated Karen, seconded by Marissa, but Karen declined clarifying she would be willing in the future.</p> <p>Julie nominated Charles, who declined due to distance from Champaign-Urbana.</p> <p>There was general discussion about using the President and the VP to split the job of President, and other delegation strategies. Julie noted that an action packed year has worn out the tenured members of the board, and expressed a need for discussion on the distribution of the board’s workload. Karen Medina from audience comments on division of duties, Julie noted discussion is closed.</p> <p>Yusuf Hermes nominates himself, though Julie noted a learning curve is needed for new directors. Julie notes a broader</p>

conversation is needed as evident by lack of accepted nominations. Magdalena notes by-laws state officers must be elected tonight, Julie replied the board must do that, but she thinks it would be helpful to have further discussion at the board retreat. Magdalena noted she would be willing to serve for a year, but would just run meetings and restate opinions, noting mentorship of a new president should involve two people.

Charles reviewed election by-laws, noting successors could be elected at any meeting. Evelyne noted that she would rather not delay the vote.

Julie noted option to re-elect current officers for one more month to allow for discussion about equitable division of labor and expectations for board members at the retreat, with another vote on board officers to be held at the November meeting.

Action Taken

The board approved a motion to re-elect the current officers for one month, and to postpone the elections of new officers until the November 2018 meeting.

B. Outreach Calendar Assignments

Will be handled electronically.

C. Board Budget

Delayed until November 2018.

D. Resolution Forms

Julie reviewed paperwork in question and asked for approval from the board.

Action Taken

The board approved a motion to approve the presented resolution forms and allow the designated board members to sign them on behalf of the board.

EXECUTIVE SESSIONS OPENS	
EXECUTIVE SESSIONS CLOSES	
8. Closing	9. Next meeting November 12, 2018 Urbana Civic Center 10. Outreach calendar assignments Signup coming out electronically, pay attention to open slots in the next month. 11. Other tasks and assignments 12. Go around for comments
13. Meeting Adjourned	At 8:49 pm by Julie Zilles