

Common Ground Food Co-op  
 Board Meeting Minutes  
 September 10, 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, Marissa Stewart, Ted Veselsky, Julie Zilles

Absent: None

Others Present: Gary Taylor, GM  
 Sarah Buckman, Owner/Staff  
 Lisa Connery, Owner/Staff  
 Rey Dalitto, Owner  
 Colin Dodson, Owner/Staff  
 Charlie Ford, Owner  
 Jen Gravley Burton, Owner  
 Tanja Hodges, Owner  
 Sam Ihm, Owner/Staff  
 Carol Inskeep, Owner  
 Al Kagan, Owner  
 Stuart Levy, Owner  
 Zoë MacDowell Kaswan  
 Kate Mayer, Owner  
 Brianna McNally, Owner  
 John McNally, Owner  
 Matthew Murrey, Owner  
 Taidghin O'Brien, Owner  
 Jason Reinglass, Owner/Staff  
 Evelyne Tardy, Owner  
 Z Snyder, Owner  
 Emily Stratton, Owner  
 Ellen Willcox, Owner/Investor  
 Jeffrey Chandler, Minute Taker

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| <b>Proceedings</b>             |   |
| <b>Meeting called to order</b> | <b>At 6:12 pm by Julie Zilles</b>   |
| <b>1. Preliminaries</b>        | <b>A. Guests/Owners</b><br>Gary Taylor, GM<br>Sarah Buckman, Owner/Staff<br>Lisa Connery, Owner/Staff<br>Rey Dalitto,, Owner<br>Colin Dodson, Owner/Staff<br>Charlie Ford, Owner<br>Jen Gravley Burton, Owner |

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**B. Public Comment**

Julie Zilles advised the board cannot respond to public comment, and time is limited.

Colin Dodson expressed gratitude to the board for the work they do. He referred to recent criticisms and acknowledged the amount of work the board completes.

Sam Ihm shared his gratitude, but also frustration. He reported he has been trying to work with the board for almost a year on the bylaw amendment petition, and now feels betrayed since the board published a formal response to the petition ahead of the owner vote. He expressed that the board hiring a lawyer to review the policy, is the owners paying for the board's continued mistakes. He advised if the board does not work for the owners, the owners will change the board.

Ellen Willcox noted the importance of the co-op as healthy and safe food choices become increasingly rare. Advised she does not like hearing about Co-op news via rumor before the

Board issues communication. Also gave support to the petition, noting staff members are on the floor and would be a great asset for reporting and communication.

Zoë MacDowell Kaswan reported her dissatisfaction with the email the Board sent regarding the petition, noting it only offered biased education on the negatives and concerns with the petition, not the potential positives. She feels this showed a lack of ethical and moral compliance.

Al Kagan also spoke in support of the petition, noting its relativity to a situation during his career where librarians needed to be included in department senate discussions and votes.

Stuart Levy noted the petition is an owner initiative, as signed by 1/7<sup>th</sup> of owners, not a staff initiative, and should be treated appropriately. He noted the board claims neutrality but published only negative points, and he would like the owner initiative to have the same opportunity. He also noted as an owner initiative the board has no place to deny or prevent it. He also observed if a presentation is given regarding the petition at the MOO the owners should give it, not the board.

Carol Inskeep voiced that she feels the board vacancy should be filled by election not appointment. She also noted the board should not see the petition as a threat, but as an opportunity for better information and communication.

Julie responded that the board's publication was meant to inform and educate, not to make a stance for or against the petition. She also offered

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|                                 | <p>that the board has been working towards a staff inclusive design, but it takes a lot of time and work, and is obviously not meeting the owners' demands.</p> <p><b>C. Agenda Amendments</b><br/>None.</p>   |
| <p><b>2. Consent Agenda</b></p> | <p><b>A. Public Minutes from August Meeting</b><br/> <b>B. Private Minutes from August Meeting</b><br/> <b>C. GM Operational Update (MORe)</b><br/> <b>D. Monthly Financials</b><br/> <b>E. Documentation of Electronic Vote</b><br/> <b>F. Resignation</b></p> <p><b>Action Taken</b><br/>The board unanimously approved the Consent Agenda as a whole.</p>   |
| <p><b>3. GM Monitoring</b></p>  | <p><b>A. EL B1 Financials – Q2</b><br/>This a resubmission from July as approved by the board. Julie pointed out the report is fully compliant for the first time in a long time and congratulated Gary Taylor. Julie asked if the board would like to maintain monthly reporting since the report is now in compliance. The board would like monthly reports until the Quarterly report to help display a trend of compliance.</p> <p><b>Action Item</b><br/>The board unanimously accepted this report as in compliance.</p> <p><b>B. EL B5 Customer Treatment</b><br/>The board discussed the non-compliant parts of this report, and that a plan of action as given, but not a timeline. Gary noted a 6-month timeline, but the incorrect final report was submitted. It was noted that customer growth may not be an accurate measurement of Customer Treatment, and may need review.</p> <p><b>Action Taken</b><br/>The board approved moving this report to October 2018 for this year only, to allow</p> |

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|                                   | <p>the final report to be evaluated. Keith McKenney abstained.</p> <p><b>C. EL B4 Owners’ Rights and Responsibilities</b></p> <p><b>Action Taken</b><br/>The board unanimously accepted this report as in compliance.</p>   |
| <p><b>4. Board Monitoring</b></p> | <p><b>A. Calendar Change Proposal</b><br/>Julie noted there are two proposals on the table. First, to use the default board calendar through December in order to give newly appointed committees a chance to meet and develop their additions to the calendar. Secondly, to move the review of the Board Budget to October 2018.</p> <p><b>Action Taken</b><br/>The board approved the motion to defer approving the Board Calendar to December 2018, and to defer the vote on the Board Budget to October 2018. Keith McKenney and Ted Veselsky abstained.</p> <p><b>B. BMR D4 GM Monitoring</b><br/>Julie noted there is no data with this report, but it should be more of a conversation about compliance. Keith noted part two requests external reporting which he thinks is necessary, and he find the current self-monitoring silly and self-serving. Karen Carney asks if Keith is referring to external reporting on the Board or GM, to which Keith replied both, but primarily the board. Charles Delman notes the expense of external reporting and asks Keith for alternatives, Keith noted an annual audit, and more staff input at a minimum. Magdalena Casper-Shipp noted her contacts at CCMA generally use a survey to gather data prior to discussion and voting. Julie notes the only report that currently uses this process is the board evaluation survey. Gary notes he has not seen violations of this policy.</p> |

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|                                    | <p><b>Action Taken</b><br/>The board accepts the report as in compliance. Keith McKenney abstains.</p>   |
| <p><b>6. Committee Reports</b></p> | <p><b>A. Board Development Committee</b><br/>Magdalena advised the board retreat with be November 3<sup>rd</sup>, and the committee is meeting this week.</p> <p><b>B. Owner Outreach</b><br/>Marissa Stewart reported a need for a unified board response to social media, on which the committee is working. She also noted the committee is searching for a moderator for the MOO.</p> <p><b>C. Policy Committee</b><br/>No report.</p> <p><b>D. Visioning Working Group</b><br/>Karen Carney reported visioning input sessions continue with owners and producers, and a staff session is scheduled but may be rescheduled for increased attendance.</p> <p><b>E. Petition Working Group</b><br/>Julie noted there is currently no chair for this group. Charles reported the group is reviewing the petition and changes, and expressed that he does not feel that he or the board are against the proposal, but the working group was tasked with identifying concerns and educating owners. He also noted the concerns that have been raised can be addressed, but the petition as submitted does not address these concerns. Magdalena added she feels the board wants to move forward with the spirit of the petition, but especially considering a new GM, the process can take time. It was also noted the group consulted with a lawyer because of the many and varied state and local laws regarding cooperatives and corporations, which require a professional legal review. They group is meeting with the staff group</p> |

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|                              | <p>tomorrow. Julie noted all votes must be made by the end of the MOO by law, so the timeline for the vote is predetermined.</p>   |
| <p><b>7. Board Admin</b></p> | <p><b>A. Vacancy</b></p> <p>Julie advised Karen Medina’s resignation was approved in the Consent Agenda earlier, so it was not official until that point. Julie reviewed the standard options for filling a board vacancy. There was discussion about how to fill the vacancy, especially in light of elections very soon, however since the Election Packet noted 3 vacancies; this fourth seat cannot be added to ballot at this point. The options before the board include appointing someone, letting the newly elected board appoint someone, or waiting for a vote at the next meeting of owners. There was also discussion about transparency, but also filling the vacancy with a person skilled in a way that benefits the board. There was also a focus on how to incorporate election results, namely the owner voice, as well as the candidate packet and interview scoring.</p> <p><b>Action Taken</b></p> <p>The board unanimously passed a motion to charge the Board Development Committee with making a proposal to the board to appoint a candidate to the vacant seat based on popular vote, responses to questions in the election packet, interview scoring and skill needs; to be proposed, discussed and voted on electronically prior to the new board member orientation in early October.</p> <p><i>All guests are excused, with the exception of Gary Taylor at the board’s request.</i></p> |

**EXECUTIVE SESSION OPENS****EXECUTIVE SESSION CLOSES**

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| <b>9. &amp; 10 Continued</b> | <b>Action Taken</b><br><br>The board unanimously approved Gary's compensation proposal with the removal of bullet five.<br><br><b>Action Taken</b><br><br>The board unanimously approved the results of the GM Evaluation. |
| <b>Closing</b>               | <b>A. Next Meeting October 8, 2018</b><br>Urbana Civic Center<br><b>B. Outreach Calendar Assignments</b><br><b>C. Other Tasks and Assignments</b><br><b>D. Go Around for Comments</b>                                      |
| <b>Meeting Adjourned</b>     | <b>Adjourned at 8:14 by Julie Zilles</b>   |