

Silver City Food Co-op
MEETING OF THE BOARD OF DIRECTORS
September 20, 2017
614 Bullard St.
FINAL APPROVED VERSION

Karen Strelko, president, called the meeting to order at 4:35 p.m. with the presence of a quorum. Other board members in attendance were: Jean-Robert Béffort, vice president, Laurinda Anderson, treasurer, Jennifer Johnson, Robert Fischhoff, and Steve McGarity. Others in attendance were: Mike Madigan, assistant manager. Karen Strelko facilitated the meeting. Also in attendance were member-owners: Betty Mishuk, Carol Beth Elliott, John Song, Laurel Johnson, Robert Pittman, Kathleen Wigley, William Lindeneau, Kim Barton, Allie Iacocca, Jacque Cusick, Hasani Kudura, and Susan VanAuken. Scribe is Nancy Coates.

A. Welcome

1. Check in: BME pre-meeting evaluation
The board was asked for a one sentence goal for the meeting.
2. Approve Agenda
Approved by consensus with modifications listed: discussion of the Market Café Condition Report will be discussed in Executive Session
3. Approve August board meeting minutes
Approved by consensus
4. Member Comments
Bill Lindenau – thanked the board for Market Café decision, asked board to find new manager
Susan Van Auken – asked the board not to get involved in operations but rather to changed policies if necessary
Kathleen Wigley – asked if the board was going to reinstate/address a previous member’s membership
Allie Iacocca – would like management to reinstate all-staff meetings
5. Kudos or Appreciation of Board Members
6. Directors’ announcements
 - a. Board Acknowledgement: Nancy Coates’ Resignation from the Board of Directors effective 8/29/2017
Nancy said her resignation was not a protest of the Market Café vote
 - b. Board approval for Jennifer Johnston as Co-op Secretary effective September 1, 2017
Approved with one stand-aside.
 - c. Juan Velasco is requesting financials under our CDA (confidential disclosure agreement). Needs board approval and follow up to get the CDA executed and the requested documents to him.
Approved by consensus.

B. Committees

1. Member Connect (MC) Meeting notes
 - a. Requested: Board approval for Polly Cook as member-owner on the MC committee
Approved by consensus

There was discussion about Conflict of Interest with the Round-Up Program. Robert agreed to recuse himself from promoting the Round Up for the Farmer's Market.

b. Requested: Board approval for 2017 MC Charter

Approved by consensus

2. Recruitment, Orientation and Development (ROD) Meeting Notes

a. Request board approval for Fall Board Retreat on 9/22/17

Approved by consensus

Motion made by Steve McGarity: Appoint Mike Guisto to the vacancy on the board immediately. Did not pass; one in favor and five blocking.

Motion made by Karen Strelko: Leave the board position open and discussion to fill it be tabled until December. Motion passed with five in favor and one block.

3. Board and Manager Evaluation (BME) Meeting Notes

Jennifer will write a proposal for October regarding a staff survey.

4. Finance Committee (FN) No Meeting

5. Bylaws Review Committee No Meeting

a. Requested board approval for Member Owner committee members Gail Rein and Lita Furby

Approved by consensus

6. Ad Hoc Committees (No Meetings)

C. Status of the Board Page on the Co-op's Website (5:15 – 5:20, 5 minutes)

1. Posting of board policies (Policies A-D) and Committee Charters

Approved by consensus. This will be done by Nancy Coates.

2. Regular posting of Board Meeting Agenda and Meeting Minutes

Approved by consensus. This will be done by Nancy Coates.

3. Should we post October's GG board article on the board web page?

Approved by consensus. This will be done by Nancy Coates.

4. Assign Quality Control individual to regularly check board page for accuracy?

Robert agreed to provide quality control assistance to Nancy for two months.

D. Board proposals and Discussions (5:40-6:00, 20 minutes)

1. Proposal – Staff/Management/Board potluck – Jean-Robert

Accepted by consensus

Jean-Robert will take the lead on coordinating a Staff/Management/Board potluck with help from Karen and Jennifer, and hopefully a staff member

2. Discussion - status of migrating board documentation from FTP to Cloud – Karen

Robert agreed to hold a full board training on Google docs before a decision is made on his proposal.

E. Monitoring Reports (6:00 – 6:45, 45 minutes)

1. Acknowledge B5 (Asset Protection) Monitoring Report.

B5 Monitoring Report acknowledged

Mike agreed to provide the board with management's written explanation for the decision not to do any work associated with the minor settling of the freezer floor at 520. (The floor settling was noted in the Engineering report attached to the B5 monitoring report.)

2. Acknowledge B6 (Communication and Counsel to the Board) Monitoring Report

B6 Monitoring Report acknowledged

Manager's Report

Manager's Report acknowledged

There was some discussion that Co-ops can't compete on price, only on loyalty.

o Market Café Condition Report – moved to Executive Session

F. Board Meeting Closure

1. Review tasks, tabled items, and calendar – not done
2. Meeting Evaluation. Board rated the meeting against their goal for the meeting.
3. The meeting was adjourned at 7:15pm.

Respectfully submitted,

Nancy Coates, Scribe

G. Executive Session followed