

Silver City Food Co-op — Board Meeting Minutes
Wednesday April 22, 2020 — 5:30 P.M. to 7:30 P.M.
Meeting via Zoom

Present: Board Members Laurie Anderson, Shanti Ceane, Gwen Lacy, Kristin Lundgren, Julianna Albershardt, and Scott Zager. GM Kevin Waters and AM Mike Madigan, BITs and prospective board members Tuan Tran, Emma McKinley, and Susan Golightly. Scribe Jo Lutz.

- I. Welcome / Membership-board discussion (5:30-5:45, 15 minutes)**
 - A. Approve agenda
 - B. Directors' Announcements:
 - i. Laurie announces that the April minutes need to be approved by the board in 24 hours in order that the minutes can be provided to the bank.
 - ii. Laurie announces that the May Board Meeting will require new officer elections and we need to be thinking about who might fill those positions.
 - C. Members' comments: none

- II. Old Business (5:45-6:15, 30 minutes)**
 - A. Board approves March board meeting minutes by consensus
 - B. Communications Guidelines update: Kristin has been going through BEEP. It includes an intra-Board communication guide but it is not very comprehensive. Asks what might be some goals, and also for special considerations for the possibility of an employee being elected to the board. She emphasizes an order of operations. Scott offers to work with her. Gwen also offer help. Kristin encourages other board members to email her thoughts going forward. Laura also suggests looking at D2.2, Board procedure for handling patrons' concerns.
 - C. Proposed C and D policies: Some things outside of the policies were sent by Garland and included in the policies as appendices. Laurie recommends attaching them to the appropriate committees. Her intent was to get some of the work out of the regular board meeting, Julianna agrees it would be less cluttered and more appropriate. New board books need to be made, not just for new members but with updates for all members. Jo and Jennifer will make board books next week. Laurie suggests simplifying headings by removing numbers. Susan finds it confusing that directors must resign before applying to be an employee but an employee can be a member. Laurie thinks the conflict of interest is in the job application process. The Board approves the C and D policies by consensus.

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III. New Business (6:15-6:30, 15 minutes)

- A. Proposal to change regular board meeting dates: Scott proposes moving the meeting to the fourth Wednesday of each month. This would give committees and operations more time. Kevin has discovered that he had been reporting a month ahead of time. Moving it back a week would allow him to continue to report as he has been. He likes fourths over last Wednesdays for consistency. Laurie said it was difficult to get quarterly financial reports in by third Wednesdays. The Board approves the proposal by consensus.
- B. Report of Loan Approval: Kevin reports that loan was part of the stimulus and recovery, the paycheck protection loans through the SBA. Can only be used on payroll, interest, and utilities. There is a high probability that the loan will be forgiven if we follow the program prescriptions carefully. Had the co-op waited it is likely that future programs will not be as generous. \$180k, 2-year loan at 1%. \$1400/month in interest on Pope Street. 75% payroll and 25% utilities and interest. Technically we don't have to use it, but most likely it will be forgiven anyways, but in case we don't we should be conservative. Could use this money for things we'll have to do anyways. NOTE: On April 2, 2020, the Silver City Food Co-op Board of Directors gave approval for Kevin Waters for a PPP loan. Due to the urgency of the opportunity, the meeting was held outside the regular meeting time. Due to public health restrictions on gathering in person, the unanimous vote was conducted via email.
- C. Columinate Quarterly Report – Acknowledged
- D. Staff Appreciation – will be discussed in Executive Session

IV. Committee Decisions and Announcements (6:30-6:45, 15 minutes)

- A. Member Connect (MC) no meeting
- B. Recruitment, Orientation and Development (ROD) Election update: Proceeding with online platform for election, using survey monkey, live until this Friday. 300 votes have been cast, surpassing the minimum for election validity by a wide margin. Members without emails can mail in ballots until Wednesday April 28.
- C. Board and Management Evaluation (BME) update on policies (see above): Policies, see above.
- E. Finance Committee (FN) No Meeting

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V. Monitoring Reports (6:45-7:15 pm, 30 minutes)

- A. Acknowledge B7 (Communication to Board/ Manager's report): Laurie recommends that due to confusion over which version of the form was current, the Board acknowledges receipt and asks that Kevin submits the right form in May. Kevin says that Laurie and Martha have straightened out his understanding of schedule, policies, and format. The Board acknowledges B7 by consensus.
- B. Acknowledge B5 (Membership): Information is present, B9 form was used. The Board acknowledges by consensus.

VI. Board Meeting Closure (7:15 – 7:30 pm, 15 minutes)

Review task list, tabled items, if any, and calendar.

The Board will meet in Executive Session after the Board Meeting to discuss III.D, Staff Appreciation.