

Silver City Food Co-op
MEETING OF THE BOARD OF DIRECTORS
October 18, 2017 614 Bullard St.
APPROVED VERSION

Karen Strelko, president, called the meeting to order at 4:40 p.m. with the presence of a quorum. Other board members in attendance were: Jean-Robert Béffort, vice president, Laurinda Anderson, treasurer, Jennifer Johnston, secretary, Robert Fischhoff, and Steve McGarity. Others in attendance were: Joe Zweibach, general manager, Mike Madigan, assistant manager, Nancy Coates, scribe. Also in attendance were member-owners: Sharon Bookwalter, Dean Jarosh, Juan Velasco, John Song, and Susan Van Auken. Karen Strelko facilitated the meeting.

A. Welcome

1. Check in: BME pre-meeting evaluation

There was no pre-meeting check in.

2. Approve Agenda

Approved by consensus

3. Approve September board meeting minutes

Approved by consensus.

The final version of the minutes to be posted to the website will be changed to show that it is the final approved version and not a draft.

4. Member Comments (10 min available).

Juan Velasco wants to ensure the Coop stays open and feels it is critical to have a strong banking relationship to be able to borrow money. He offered his help for free and said he had many years experience with a program called SCORE.

Susan Van Auken suggested that the Coop raise its membership fees if there was a plan for significant Coop growth, because it might make more sense to have a smaller, dedicated group of members rather than a larger, uninvolved group of members.

John Song was a founding member of the coop back in the 1970s. He said the Coop was formed to address a community need of natural food options, and that the Coop might want to think beyond what it has traditionally done to how it could serve a current (wider than just natural foods) community need.

5. Kudos or Appreciation of Board Members

Robert gave kudos to both board members Laurie Anderson and Jean-Robert, and member-owners Lita Furby and Gail Rein for their help with the Bylaws Committee.

6. Directors' announcements

There were no director announcements.

B. A Policy Approval

Board approved by consensus the new language for the A Policy that incorporated the new Mission and Vision into the larger A Policy. It was agreed the updated A Policy could be put on the website.

C. Committees

1. **Member Connect (MC)**

Board approved by consensus, Mike Guisto, as member-owner for MC committee.

2. **Recruitment, Orientation and Development (ROD)**

Board approved by consensus a strategic planning session Nov. 3, 2017 3-6pm. Based on availability, location will be emailed to board.

Board approved by consensus the proposed 2018 ROD budget of \$4970, as presented in ROD notes.

3. Board and Manager Evaluation (BME)

Board approved by consensus the 2017 manager self-assessment questions.

Board approved by consensus that the staff survey developed by the board be given at a November staff meeting.

4. Finance Committee (FN)

No meeting was held, no board approvals needed.

5. Bylaws Review Committee (BR)

No board approvals were needed.

There was discussion on the state statues that make it difficult for Coops to sell property.

Currently two-thirds of the entire membership need to agree to sell property. It would be difficult to reach that many members and get them to vote. Legal council might be needed to determine the feasibility of addressing this issue.

6. Ad Hoc Committees

No meeting was held, no board approvals needed.

D. Strategic Plan

Board approved by consensus the first two sections of the board's Strategic Plan and roll out to members, with the agreement that the dates listed be understood as "target dates."

The rollout will be presented in an article, not including the dates, summarized for the membership in the Garbanzo Gazette.

E. Board proposals and Discussions

1. Status Update – Staff/Management/Board Bash – Jean-Robert

Board approved by consensus Jean-Robert's Staff/Management/Board gathering and budget. That includes \$500 to pay all staff for attending the first hour of the gathering. Staff will be encouraged to stay for the catered dinner and dance party that will follow.

2. Proposed Language change to Policy B4 Financial Condition

Board approved by consensus a modification in the B4 Policy, section A-5. It will now read: Obtained prior board approval, unless authorized by the capital expenditures budget, for: (a) purchasing capital assets exceeding \$5000 per individual capital asset and (b) entering into non-trade payable contracts or leases exceeding \$5000 in total, or annual, value. For purposes of this policy, real estate commitments are considered to be an annual lease unless specifically stipulated to have a shorter duration.

F. Monitoring Reports

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

Board agreed by consensus to more deeply monitor this policy by requiring that the General Manager provide a spreadsheet forecasting projected sales and expenses for the next five years (B6 Policy dated 05-18-16, Part B, item 2) in time for the Finance Committee Meeting scheduled for 11-08-17.

o Manager's Report

Board acknowledged by consensus.

o Market Café Condition Report

Not submitted as the Café' was closed at the beginning of the month.

G. Strategic and Operational Planning Discussion

Discussion was held on topics including the Education, Membership, and Outreach (EMO) position, whether a larger Coop that was a one-stop shop grocery store would better compete with other local grocery stores, how to have better board-management communication, the short-term importance of educating the Coop staff buyers on what and how to purchase for a changing market even if a larger store is possible later, the GM's current strategy to build up cash reserves, the current focus on investing in staff (rather than taking other risks) and the importance of making staff partners in the Coop.

H. Board Meeting Closure

Review tasks, tabled items, and calendar – not done.

The meeting was adjourned at 8:05pm.

Respectfully submitted,
Nancy Coates, Scribe