

Silver City Food Co-op
MEETING OF THE BOARD OF DIRECTORS
March 21, 2018 The Volunteer Center (The Commons)
Final

Call to order 4:34

Present Board members were Jean Beffort, Jennifer Johnston, and Laurie Anderson. Also present: Mike Madigan, assistant manager shortly confirmed as proxy board member; Joe Zweibach, general manager; Shanti Ceane, board candidate; Nancy Coates, interim scribe; and Jo Lutz, shadow scribe shortly confirmed as scribe; Susan Van Auken, member.

A. Welcome

- a. Approve Agenda. Agenda altered to accommodate a proxy vote, then approved by consensus.
- b. Approve Feb board minutes: Approval was tabled until April due to Karen's injury and absence. Approve by consensus.
- c. Member Comments. None
- d. Kudos were given to Karen and Nancy. Jennifer thanks those who are still here.
- e. Director Announcements. Joe will be gone April 14-26. Mike will supply reports to board for month of April.

B. Board Business

- a. Karen's Proxy Vote: Karen approved by email for Mike to be her proxy until a new board is confirmed. Approve by consensus.
- b. Discuss interpretation of bylaws in regards to quorum. According to bylaws, a quorum is a majority of current board members, where the board "Shall consist of a minimum of 5 and maximum of 7 members" The board now have 6, majority is 4. Board may fill by appointed to expire at end of board year." It was suggested that the board revisit bylaws to address emergency situation in which all or most directors resign.
- c. Robert Fischhoff's resignation is acknowledged. It was confirmed that his access to the co-op email and private board website has been removed.
- d. Jo Lutz confirmed as Board Scribe: Approved by consensus.
- e. Secretary will check with Marguerite to ensure that corporate report is filed with the state.
- f. Request written financial report prepared by GM for GMM (this might need to be an email reminder to be recorded in April Board Meeting Minutes).

C. Committees

- a. Member Connect: New member Scott Zager was approved by consensus. The Membership Picnic has been confirmed for Gomez Peak on May 6.
- b. Recruitment, Orientation, and Development: Worked on last minute recruitment for elections, recruited Dan Herbison, Shanti Ceane, and Jennifer Johnston. Candidates' statements and pictures are already in the Garbanzo Gazette. Board discusses the election schedule and approves putting a ballot in April's Garbanzo Gazette and mailing it. Jennifer stands aside in this vote, giving the reasoning that she does not think it is necessary. In light of extensive discussion and re-working of election calendar these last few months, she also points out that next year more input should be gathered earlier in the process of creating the election schedule.
- c. Board and Manager Evaluation: an evaluation letter to the GM has been finalized.
- d. Bylaws review committee. Robert was bylaws chair, and Laurie has offered to replace him as chair. This was approved by consensus.

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- e. Feasibility Committee: Robert was chair, with Dan Herbison, Mike Madigan, John Song, Susan Clair as members. Board agrees to suspend feasibility committee, approve by consensus to table discussion of nixing it altogether. Mike will notify members.
- D. Monitoring Reports
 - a. Acknowledge B2 – by consensus
 - b. Acknowledge B6 – by consensus
- E. Break
- F. Strategic Conversations
 - a. The board is overwhelmed and tired, short on people
 - b. Discussed possible adoption of meeting model where every second meeting would be for a decision-making, business agenda, with the alternate month meetings left for open discussions, with no decisions. This would leave more opportunity for member comment. Proposal will need to be submitted for this idea to be voted on by new board.
 - c. However, it was noted that the board cannot have members and staff in open discussion at the same time to allow for full honest communication.
 - d. Consider delegating more to committees generally, but could consider doing election schedule in general board meetings rather than committee.
 - e. Need to improve communication with management.
 - f. Board needs not to be creating its own crises, and dissent should be expressed constructively.
 - g. Board considered the idea of “seasoning” decisions, i.e. discussing to the point of provisional conclusions, but not making it official until the following meeting.
 - h. Discussed need for board training in the community generally, and problems presented by small town with little board experience, with only 2000 co-op members to draw from.
 - i. Co-op needs to figure out how to tap into enlarged market for natural food created by competition.
- G. Meeting Closure 7:26

Executive Session to be held after meeting regarding personnel matter.