

Silver City Food Co-op Board Meeting Minutes 11/14/18
907 Pope Street

Present: Board Members Jennifer Johnston, Laurie Anderson, Shanti Ceane, Scott Zager. General Manager Joe Zwiebach and Assistant Manager Mike Madigan. BIT appointee Bart Roselli. Co-op member Susan Van Auken. Scribe Jo Lutz.

A. Welcome, 5:30.

1. The Board approves the agenda by consensus.

B. Board Member in Training Appointee

1. Board Member In Training nominee Bart Roselli introduces himself. He recently moved to Silver from Rochester, where he belonged to a co-op. He has experience managing people and projects, and non-profit board experience. He was involved in expansions at a zoo and a history museum and has done some fundraising. Board approves Bart by consensus to be appointed as BIT.

C. Member-Board Discussion

1. A member reads a statement about appreciation, recognition of experience, knowing one's own responsibility. She thanks the board members and acknowledges they have not worked together very long. She advises them not to dabble in operations and to act as a team with the GM. She expresses confidence in the abilities and beliefs of the GM and warns against negativity. A Board Member asks her to define setting policy vs. interfering with operations. She admits it is difficult, and cites the market café as example of NOT overreaching because the GM was allowed to make that venture. An example of overreach is getting involved in personnel. She says that the Board has a responsibility was to do what any reasonable person would given all the information and advice available. A Board Member asks if she considers the Board to be the GM's boss. She says GM is their sole employee.
2. The Assistant GM shares comments of a nearby business owner who sells herbal medicines. She was concerned that as the co-op expands, the supplement section would expand into her market. She was going to speak tonight but was sufficiently comforted by her conversation with the Assistant GM.
3. Discuss survey. It is likely representative of the whole membership for statistical reasons. Results indicate that some members are concerned about price at the Co-op. A Board Member thinks it is mostly perception of cost, but Co-op likely is competitive on price for most items. The survey breaks down respondents by what percentage of their grocery dollars they spend at co-op. Light co-op spenders place

more importance on price and cleanliness, whereas all other features were equal across all groups. Light spenders (25% or less) are 40% of respondents. The GM wants to know the difference between who did and did not respond. Staff will be able to request specific information from survey researcher, but the surveys are anonymous. Everyone thanked Lita Furby for administering the survey. It appears to show a clear mandate to relocate. 88% of respondents would support a move if it is financially feasible. The BIT suggests outreach to clarify steps from dream to reality for relocation.

4. The Board discusses the difference between donor and member loan campaign. A Board Member would like a glossy packet for the loan campaign, including video, talking points, architectural plans and artists renderings, along with a list of possible donors. They are speaking with a lawyer about the definition of “substantial” in regard to member voting requirements to sell the old building. The Board tables the issue until February, pointing out that they can claim old building as equity regardless of details of sale.

D. Board Decisions

1. Board approves October board minutes by consensus, with two edits under monitoring reports.
2. A Board Member suggests changes to the bylaws committee budget, from \$1,000 to \$500. They could potentially spend only half of the \$7,000 budget for CDS contract. A Board Member recommends sending two board members to the CBLD conference, which would be less expensive with CDS contract. The MC is projected to spend less than last year. The Garbanzo Gazette spring mailing could be taken out of the election budget. Miscellaneous costs will be down. A staff party is not seen as feasible now, but TBD for the next year.
3. No questions for committee reports. BME found CDS consulting helpful and recommend 6-month contract, which CDS would probably allow. An invoice of services so far has been requested.

E. Monitoring Report Discussion

1. Board acknowledges B6 by consensus. GM has attempted to make them briefer. The co-op needs to change policy around med allotment to minimize tax exposure. When tax laws change Board and management needs to be aware. A Board member wondered if the co-op could contract an HR professional. It is agreed the co-op may need to look for outside advice because accountants don't memorize new tax law, they only look into things they are asked to. Board reviewed, for the first time, policies to be submitted the following month, and some expectations therein, to improve clarity.

F. Closure, 8:15pm

Review task list and away dates