

**Silver City Food Co-op — Board Meeting Agenda**  
**Wednesday February 19, 2020 — 5:30 P.M. to 7:30 P.M.**  
**LOCATION: 907 Pope St.**

Present:

Co-op Members; Emma McKinley, Arlan Lazhar

Board Members; Shanti Ceane, Julianna Flynn, Gwen Lacy, Laurie Anderson, Kristin Lundgren, Jennifer Johnston, Scott Zager

Co-op Staff; Garland McQueen, Kevin Waters, Mike Madigan, Tuan Tran

Scribe; Jo Lutz

**I. Welcome / Membership-board discussion (5:30-5:50, 20 minutes)**

- A. Approve agenda.  
Proposal A has been withdrawn.  
Proposal B will be tabled until March.  
Change IV.B to verbal report.  
Agenda approved as adjusted by consensus.
- B. Directors' Announcements: Laurie has been asking to get agenda items in by the Monday the week before the Board meeting in order to get the agenda published in a timely manner. She will send the Board packet out on Friday. Board members are reminded that committee meeting notes and proposals must be submitted to the President by the Thursday before the board meeting.
- C. Members' comments: Two potential B.I.T. members/ board candidates introduced themselves. Arlan Lazhar lives in Silver City, is from Gila and has been on boards. Emma McKinley is a student at WNMU, likes organizational work and the co-op. Gwen reads a comment from Naomi Laffinghams. Her idea is having a children's area at the co-op to help shopping parents. Could be run by early childhood center at Western.

**II. Old Business (5:50-6:00, 10 minutes)**

- A. Approve January board meeting minutes. Approved with several edits, to be completed by Shanti.
- B. Communications Guidelines update. Kristin provided a verbal update. Not as far along as she wanted to be due to illness. She will provide a draft communication guideline for the March board meeting

**III. New Business (6:00-6:30 pm, 30 minutes)**

- A. Proposal to change regular board meeting date  
Proposal withdrawn
- B. Proposal to extend the term of Kristin Lundgren  
Proposal tabled until April
- C. Proposal for a welcome and farewell social  
Cost is food and drinks and the Big Ditch Crickets will play for free. Foods will be finger food from Dianne's plus co-op fruit and drinks from the co-op. Sunday Feb. 23, 5:30-7 at Pope street building. Board agrees it's better to outsource cooking given the short notice. Attendance may be all staff plus

one, board plus 1, plus crickets (possibly 100 attendees). Board approves by consensus.

- D. Proposal for Columinate Membership/Training. It has different levels, basic is for less than \$3.5M annual revenue. Technically we are over that, however Garland got us an exception. Next option is \$7,450. Basic does not include quarterly training. Cost outside of program is for if you're not enrolled. Virtual 101 training can still be had by paying \$500. There is currently money in the board budget for consulting which includes extra coaching by Garland, but this cost is actually covered by operations. Shanti points out we are starting with a new president, vice president, and new GM in May. Scott thinks we have extra money from GM search, maybe consulting. Thinks second package looks appealing. Everyone has been happy with Martha. Jennifer encourages going to trainings. Laurie suggests tabling proposal now that everyone understands which levels offer what and need to compare to budget. It is tied to calendar year so we shouldn't wait too long. Garland says that we should be able to get a 12-month contract. Jennifer points out that spending more money may have optics ramifications for the membership at a time of so many competing priorities. Shanti reiterates that she wants the full plan but also we need to commit to making the most of it. Scott says we have over \$11k available and he wants highest level. Laurie says our spending on Board budget is low compared to other co-ops. A knowledgeable GM pays for itself and so will a knowledgeable and trained Board. The Board approves the proposal by consensus for the complete package for \$8,950.
- E. An equity return request was approved by consensus.

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

- A. Member Connect (MC) Meeting Notes: Planning GMM for May 10, volleyball, hike for kids, other kids activities, cake and food from co-op, buttons or stickers for mothers, craft table, merch, maybe May Pole.
- B. Recruitment, Orientation and Development (ROD) Verbal Report: Arlan, Emma, and Tuan considering BIT. Mike asks about appointing staff to Board. Staff may not vote on issues that may present a conflict of interest. Susan Golightly has also confirmed that she will run for the board. Stu Egnal and Bart have both expressed interest in committee work. New board book will not be digital-only. There's a new google account who is now the owner of all the co-op board document. New accounts will have to be sorted out. Board approves 2 BITs to be determined by ROD.
- C. Board and Management Evaluation (BME) Meeting Notes  
C & D policies, first read (to be voted on in March): Gwen working on D-4. Looking for suggestions on everything else.
- D. Finance Committee (FN) Meeting Notes: For 2019, profit/loss was \$18,324. 0.45% profit, target was 0.35%. Expenses were 36.05%, compared to 38% the previous year. Thanks Mike for operating without assistant. Thanks Garland for his improvements. Gross profit was 36.56%. Asset to debt is 2/1. 21.5 days of operating cash on hand, which is outstanding. NCG says 10 days is acceptable.

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

- A. Acknowledge B7 (Communication to Board/ Manager's report): Refund on workman's comp payments. January sales compared favorably to co-ops in Western corridor. Laurie applauds color-coding. Board acknowledges by consensus.
- Pope Street Update: market study in progress, contact with NCB, they need documents, narrative, summary of planned project, sent member survey from two years ago, last years financials, debt schedule, will send 3-5 year sales projection, market study and construction when complete. Construction needs space for heavy equipment, plumbing, have been provided. Upgrading power.
  - Progress toward interim GM's goals: Kevin is up to speed and Kevin and Garland will go over everything again next week. Garland says it was been the easiest transition ever.
- B. Acknowledge B1 (Financial Condition and Activities): It's good. Chocolate Fantasia was a sales-killer. Snow days are slow sales days. Board acknowledges B1 by consensus.

**VI. Board Meeting Closure (7:15 – 7:30 pm, 15 minutes)**  
Review task list, tabled items, if any, and calendar.