

**SILVER CITY FOOD CO-OP  
MEETING OF THE BOARD OF DIRECTORS**

May 18, 2016  
614 Bullard St.

**Final**

Gail Rein called the meeting to order at 4:35 p.m. with the presence of a quorum. Board members in attendance were: president Gail Rein, vice president Susan Van Auken, secretary Carmon Steven, treasurer Karen Strelko, Jennifer Johnston, Nancy Coates and Jerry Bartels. Also present were board members-elect Bill Blakemore and Jean-Robert Be'ffort, general manager Joe Zwiebach, assistant manager Mike Madigan, and member-owner and scribe Mary Ann Finn. Gail facilitated the meeting.

**A. WELCOME**

1. Welcome
2. Agenda: Approved, by consensus.
3. Member Comments
4. Kudos or Appreciation
5. Board of Directors Comments and Announcements

**B. OLD BUSINESS**

1. Approve April Board Meeting Minutes: Draft 2 approved, by consensus.
2. Approve Minutes of the 2016 General Membership Meeting: Approved, by consensus.
3. Acknowledge B4 (Financial Condition) Monitoring Report: Acknowledged, by consensus.
4. Acknowledge and Accept Mackie Reid & Company's 4/20/16 review of the co-op's financial statements for 12/31/15 and 12/31/14: Acknowledged and accepted, by consensus.
5. Approve Finance Committee's recommendations for application of net savings: Approved, by consensus, given that there were no savings realized in FY 2015 (reference: P. 4 of Mackie Reid's review), there will be (a) no deposits to the surplus fund, (b) no added funds for capital investment, (c) no added funds for educational purposes, and (d) no patronage refunds.
6. Approve (a) policy B6 (Communication and Counsel to the Board) and (b) sample template for business plan for new project: (a) policy B6 v5 and (b) sample template approved, by consensus.
7. Approve (a) proposed changes to policy B9 (Membership), (b) sample log, and (c) draft request form: Approved, by consensus, (a) policy B9 v4, (b) sample log, and (c) draft request form.
8. Approve proposed Appendix D2.3 (Equity and Patronage Procedures): Approved, by consensus.
9. Approve Member Linkage charter: Approved, by consensus.
10. Certify validity of the election, the vote count and the terms of the newly elected directors:  
Validity of the election certified by the board:  
Total valid ballots: 268  
Invalid ballots: 11
  - Bill Blakemore: 241 votes, 3-yr term
  - Nancy Coates: 237 votes, 3-yr term
  - Jean-Robert Be'ffort: 224 votes, 2 yr-term
  - Seven write-in candidates: 1 to 9 votes
11. Approve one-year appointment of Carmon Steven to the board: Approved, by consensus.

**C. BREAK**

**D. SEAT NEW BOARD**

1. Welcome Newly Elected Board Members Bill Blakemore, and Jean-Robert Be'ffort; newly elected and returning board member Nancy Coates, and appointed and returning board member Carmon Steven: Gail welcomed the newly elected, appointed and returning board members.
2. All board members read and acknowledged the code of conduct (policy D4.11): Read and acknowledged by all board members.
3. Election of Officers: President: Karen; Vice President: Jean; Secretary: Jennifer; Treasurer: Gail.
4. Develop Committee Rosters, Chairs and Meeting Times:
  - Board and Manager Evaluation (BME): Nancy (chair), Jennifer, Gail; meeting time to be determined.
  - Finance (FN): Gail (chair), Nancy, Karen, Jean; meeting time to be determined.
  - Member Linkage (ML): Bill (chair), Carmon, Jean; meeting time to be determined.
  - Recruitment, Orientation, and Development (ROD): Jennifer (chair), Carmon, Karen, Bill; meeting time to be determined.
5. Appoint Concern Coordinator (CC) and Back-up CC: Appointed, by consensus, Bill as CC, with Carmon as back-up CC.

#### **E. HERE AND NOW DISCUSSION**

1. Acknowledge May Manager's Report: Acknowledged, by consensus.
2. Safe Strategic Conversations

#### **F. COMMITTEES**

1. Finance Committee (FN): Meeting notes.  
All of FN's recommendations for board action are under Old Business (see B.3, B.4, B.5, B.7 and B.8).
2. Member Linkage Committee (ML): Meeting notes.  
Decision: Approved, by consensus, continuance of member-owner Saguara Compton as a member of ML June 2016 through May 2017.
3. Recruitment, Orientation, and Development Committee (ROD): No Meeting.
4. Board and Manager Evaluation Committee (BME): No Meeting.

#### **G. BOARD PROPOSALS, DISCUSSIONS AND DECISIONS**

None

#### **H. CLOSURE**

1. Review April Task List, New Tasks, Tabled Items, and Calendar
2. Meeting Evaluation
3. Adjourn: Gail adjourned the meeting at 7:35 p.m.

Respectfully submitted,  
Mary Ann Finn, Scribe