

SILVER CITY FOOD CO-OP
MEETING OF THE BOARD OF DIRECTORS
April 19, 2017
614 Bullard St.

Karen Strelko called the meeting to order at 4:35 p.m. with the presence of a quorum. Board members in attendance: president, Karen Strelko; vice president, Jean-Robert Béffort; treasurer, Gail Rein; secretary, Jennifer Johnston; Carmon Steven; and Nancy Coates. Others in attendance: BIT (board member in training), Laurinda Anderson (board candidate); Robert Fischhoff (board candidate); member-owner and scribe, Janna Mintz; Assistant Manager, Mike Madigan; staff members and member-owners, Patricia Walsh, Dougan Hales, Kim Barton; member-owners, Bob Susz, Tom Morris, Sharon Bookwalter, Ben Williams, Diane Barrett, Ellen Pryor, Laurie Johnson, Jeffrey Scott, Hasani Kudura, Louise Hummingbird; and Betty Mishuk (contract accountant for the Co-op). Karen Strelko facilitated the meeting.

I. Welcome

- A. Check in: BME pre-meeting evaluation – skipped
- B. Approve Agenda: Karen had two changes, add item c to B.2 (conference expenses time) and d to B.2 to discuss some candidate eligibility issues. Changes approved by consensus.
- C. Approve March board meeting minutes, with one change: Karen requested that language in minutes reflect actual board members who signed the general manager evaluation, rather than stating “all board members signed”.
- D. Board Approval: Confidential Disclosure Agreement for Sharon Bookwalter Approved by consensus, for member-owner, Sharon Bookwalter and her husband, Dean Jarosh.
- E. Member Comments: Four members spoke.
 - 1. Member-owner Sharon Bookwalter read a statement that addressed her belief that employees of the Co-op are mistreated and afraid to address their grievances with management, as well as her belief that the Co-op is not being transparent enough with its financial status
 - 2. Member-owner Diane Barrett expressed concern about the recent look of the benches in front of the Co-op. She would like to petition the City Council about cleaning the area up and making it less inviting to the Silver City transient community. She wondered if the Co-op will help. Gail Rein, as a member-owner, offered to help her with the petition.
 - 3. Member-owner and staff member Patricia Walsh, using an internal working financial spreadsheet management uses to report to the board the monthly finances of the Market Café, questioned how management is tracking employee hours. Board members reminded Patricia that her concerns were operational in nature and would be more appropriately addressed via conversations and meetings with management. She and other member-owners

present were encouraged to stay for the rest of the meeting.

4. Member-owner Jeffrey Scott said he would like every piece of financial information about the Co-op available. He was asked if a meeting specifically on finances open to member-owners would be helpful, and he and others agreed that it would. Board members made an offer to host a meeting to which any member-owner or staff member was welcome to attend, and at which management, the board treasurer and accountant for the Co-op would go over finances, explain balances, or answer any other questions attendees had about either the store or the café finances. Gail agreed to spearhead planning of a future meeting with Karen, Patricia, Mike M., Tom Morris, and Robert Fischhoff. They will meet to set the parameters and a time and place for a future larger meeting of member-owners.

F. Kudos or Appreciation of Board Members

G. Directors' Comments and Announcements

H. Board Approval: Extend Jean-Robert Béffort's board term from a two-year to a three-year term. His new three-year term will end May 2019. The purpose for the extension was to compensate for the 2016 board member resignation, as allowed under Co-op bylaws 4.5 and 11.1 Approved by consensus.

II. Committees

A. Member Connect (MC) - meeting notes

B. Recruitment, Orientation and Development (ROD) - meeting notes

1. Discuss 2017 Officer and Committee Chair Roles – tabled until next meeting

2. Approve expenses for Karen Strelko to attend Cooperative Board Leadership Development Conference. (total estimated expenses \$452) – Approved by consensus.

3. Discuss 2017 Candidate Eligibility- Shivani Ma – was not listed as member-owner of Co-op when she signed up to run for election. ROD did not confirm her eligibility at the time she registered. Jennifer will speak with her.

C. Finance Committee (FN) No Meeting

D. Board and Manager Evaluation (BME) – no meeting

III. Monitoring Reports

A. Acknowledge Policy B2 (Compensation and Benefits) Monitoring Report – Acknowledged by consensus.

B. Acknowledge Policy B9 (Membership) – Acknowledged by consensus.

C. Acknowledge B6 (Communication and Counsel to the Board) Monitoring Report. Manager's Report – Acknowledged by consensus

Acknowledge Market Café Condition Report. Acknowledged by consensus. One board member wanted to see a March financial report, however, it was not available yet due to

an incomplete inventory report, according to Co-op accountant. Board members discussed financial conditions and business possibilities for the Co-op both with and without 614 as part of its overall business model. Members noted that in addition to the current losses suffered at 614, sales at 520 are also showing weakness at this time as well. Board members discussed options, challenges and opportunities for the Market Café at length and in detail. No conclusions, consensus or decisions were reached at this meeting.

IV. Proposed Changes to C and D Policies –Approve proposed changes to C and D policies – Approved by consensus with amendments.

V. GMM – Meeting Notes and Discussion

- A. Board approval of GMM Meeting Notes, if number of attendees, 42, is added.
- B. Board decision to post approved GMM notes in the store and/or on the board page of our website
- C. Consider proposed action items presented in the 2017 General Member Meeting discussion document. Board members agreed to revisit the GMM discussion document at a later date.

VI. Mission Statement

Agree upon final wording for our co-op mission statement: tabled until strategy session or a future time.

VII. Break - not taken

VIII. Board Meeting Closure

- A. Review tasks – tabled items, and calendar, not completed in meeting. Will do by email.
- B. Meeting Evaluation – new method for meeting evaluation will be discussed when BME committee convenes when the new board is seated
- C. Meeting adjourned at 6:50 pm.