

Silver City Food Co-op  
MEETING OF THE BOARD OF DIRECTORS  
January 17, 2018                      The Volunteer Center (The Commons)  
FINAL

Karen Strelko, president, called the meeting to order at 4:30 P.M. with a quorum present. Other board members in attendance were: Jean-Robert Béffort, vice president, Laurinda Anderson, treasurer, Jennifer Johnston, secretary, and Robert Fischhoff. Others in attendance were: Joe Zweibach, general manager, Mike Madigan, assistant manager. Laurinda Anderson served as scribe.

Also in attendance were member-owners Betty Mishuk, John Song, Susan VanAuken, Carmen Steven, Hillary Pierce, and Laurel Johnson.

**A Welcome (4:30 – 4:45, 15 minutes)**

1. Check in – plus delta (from December meeting) were reviewed
2. Agenda was approved by consensus with one adjustment. At the request of Recruitment, Orientation and Development (ROD) chair, B2 ROD was moved to B1 so that the New Board Member in Training (BIT) could be approved and the board packet could then be shared with her.
3. Version 2 of December board meeting minutes, with stated changes by Secretary Jennifer Johnston, were approved.
4. Member Comments
  - a. Betty Mishuk requested that, in addition to providing copies of the agenda, that the board consider providing some of the other documents (from the board packet) that are discussed in the board meeting to make it easier for members attending the meetings to follow along.
  - b. Susan VanAuken read a prepared statement about her concerns regarding a board article in the January Garbanzo Gazette. She stated that she felt there should be standards for board articles appearing the Gazette. She expressed that all articles, including board articles should be reviewed by at least one board member other than the person writing in for accuracy and clarity. In addition, she stated that she felt it was important to ensure that opinion pieces be presented as opinion rather than as representing the whole board, and be presented in the first person.
  - c. Carmen Steven reminded us that the decision to open the Market Cafe was based in part on member surveys and that she learned through this experience that though members say they want things, they don't always support what they say they want.
5. Kudos or Appreciation of Board Members
6. Directors' Announcements: Karen announced that the board decided that they would not appoint any board member to fill one of the currently open positions.

**B. Committees (4:45 – 5:45 - 60 minutes)**

1. Recruitment, Orientation and Development (ROD) Meeting notes were accepted by consensus. Discussion of recent board table at the coop to recruit board candidates. The next table is scheduled to be on Saturday, 2/3/18 from 9:00 to 1:00.
  - a. **ROD request for board approval for Hillary Pierce as a BIT member.** Approved by consensus.
  - b. **Discussion regarding the concept of "Board Endorsement" for election candidates.** There was much discussed regarding the appropriateness of endorsing certain candidates such as candidates that have successfully completed the BIT program. A different but related suggestion was approved by consensus: candidates need to check six boxes on their statements. The six boxes are: (1) ever worked for our Co-op or another co-op; (2) ever volunteered for our co-op, if so how; (3) ever served on a Co-op

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board committee; (4) participated in B.I.T. this year; (5) attended a board meeting this year (how many); (6) served on a previous board (how long).

2. **ROD and MC Committee Request discussion and approval of 2018 Election Calendar.**  
There was discussion regarding the difficulty of getting financial information to the accountant in time for review and approval prior to the printing deadline. The 2018 election calendar was approved as a working document to assist anyone working on the election or the GMM.
3. Member Connect (MC) Meeting notes were accepted by consensus. Discussion of the plan to solicit member-owner comments and to encourage the writing of GG articles by member-owners. There will be a delay in the plan to post member-owner articles on the web due to current lack of a staff person fully trained to do this.
4. Board and Manager Evaluation (BME) Meeting notes. Meeting notes accepted by consensus. Karen asked board members to please note important deadlines regarding the evaluation process.
5. Finance Committee (FN) No meeting
6. Bylaws Review Committee (BR) Meeting notes (30 mins). Notes were accepted by consensus. There was discussion of legality and possible benefits of offering junior membership to persons under 18 years of age. Clarification of the term delegate was also discussed. (Statute allows for voting by delegate but not by proxy). Member owner Betty Mishuk stated that she thought that the term delegate referred more to wider cooperative organizations which individual Co-ops were members of. Such was the case with Tucson Cooperative Warehouse. Additional discussion was on possible board member term limits, legal approaches to meeting the statutory requirements regarding sale of property and whether we need a policy or by-law on how a member-owner can be suspended or revoked.
  - a. Bylaws committee time-line.
  - b. Draft of issues to be presented to attorney. The list of items to discussed with lawyer was prioritized.
7. **Feasibility Committee Meeting notes.**  
**Committee requests board approval of new committee members.** Proposed members are Susan Clair, Dan Herbison, Stella Herbison and John Song. Approved with 2 board members standing aside. There was discussion regarding what committee work counts as towards volunteer vouchers. There is currently no policy that covers exactly how volunteer hours will be assigned or how many can be given out.

**C. Board Calendar (5:45 – 5:55, 10 minutes)**

Board Review of draft 2018 board calendar – Will be available on Google documents. The calendar is the president’s calendar but can be useful in creating committee calendars. President reminded board members of the importance of GG article deadlines and need to have articles reviewed by another board member prior to the deadline. Review needs to cover appropriateness of content as well as checking for grammatical errors.

**D. Monitoring Reports (5:55 – 6:15, 20 minutes)**

1. Acknowledge B7 (Emergency Management Succession) Monitoring Report – accepted by consensus.

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2. Acknowledge B6 (Communication and Counsel to the Board) Monitoring Report
  - o Manager's Report – accepted by consensus.

**E. Break (6:15 – 6:35)**

**F. Policy Revisions (6:35 – 6:40, 5 min)**

Board approval requested for the following policy revision

Policy B3 (Annual Financial Plan) – approved by consensus.

**G. Safe Strategic Conversations (6:40 – 7:15, 35 min)**

As many minutes as possible are being set-aside in this board meeting for a Safe Strategic Conversation (SSC). An SCC usually begins with a stated purpose and is about building insight for making decisions (not about making the decisions) and/or clarifying roles (for example, who has decision-making authority). The idea of these discussions is to break down barriers between the board and operations in discussing issues so that we can help each other. Typically, nothing from an SCC is documented in the meeting minutes.

Topic: Board's GG pages: purpose, content, authors, protocol and publishing deadlines

Topic: Board focus for first quarter 2018 and for second quarter 2018

**H. Board Meeting Closure (7:15 – 7:30, 15 minutes)**

Review task list (new format), tabled items, if any, and calendar. - President will update this and put it on the Google drive for individual board members to check.

Board Meeting Plus Delta review

Adjourned at 7.35 P.M.