

Silver City Food Co-op — Board Meeting Minutes
Wednesday March 25, 2020 — 5:30 P.M. to 7:30 P.M.
LOCATION: Zoom

Present: Gwen Lacy, Jennifer Johnston, Julianna Flynn, Laurie Anderson, Shanti Ceane, Scott Zager, Kevin Waters, Susan Golightly, Emma McKinnley, Mike Madigan, Martha Whitman, Jo Lutz.

- I. Welcome / Membership-board discussion (5:30-5:50, 20 minutes)**
 - A. Agenda is approved with the following amendments: Table Kristin's term extension, table the acknowledgement of B6, and add an equity refund request.
 - B. Directors' Announcements: Shanti expresses gratitude to management and staff for the feeling of peace and ease at the co-op. Laurie says she received many positive reports from board members and members. Much better organized than other grocery stores. Laurie says she will be better prepared to Zoom next time.
 - C. Members' comments: no comments were received for the meeting

- II. Old Business (5:50-6:20, 30 minutes)**
 - A. February board meeting minutes approved by consensus with suggested typos fixed.
 - B. Communications Guidelines update (tabled)
 - C. Board Support/Scribe: Scribe Jo Lutz is willing to take on extra duties, Shanti has question of who she would report Jo's work hours to. Kevin suggests Judith. Kevin and Shanti will coordinate. Jo will be a contractor, not an employee. Budget has already been approved.
 - D. Proposed C and D policies. BME Committee decided to adopt C & D policies as written except for one: on D4, changing calendar date for policy monitoring GM from June to December because of Kevin's hiring in January. Scott thinks it will be hard in December because many annual reports are due in January. Laurie expressed concern that she did not see anything related to board compensation covered in the new policies. Board mostly likes the proposal, including Gwen's proposed change and pending the addition of the Board compensation policy, but Laurie feels she is unprepared to vote on the policies because of concerns that other things might be missing. The Board tables final approval for April's board meeting.

- III. New Business (6:20-6:35 pm, 15 minutes)**
 - A. Proposal to extend the term of Kristin Lundgren (TABLED)
 - B. Orientation suggestion: Martha suggests mini-Zoom session about basics of policy governance. Martha suggests 2-hour overview of policy, governance, board duties and responsibilities from a legal standpoint. Laurie wants to involve the whole board, suggests also including Kevin and Mike, Martha agrees. She also encourages everyone to sign up for financial webinars. The Board is on board. BITs Susan, Emma, and Tuan are very enthusiastic. There is no planned date for policy governance zoom sessions as of yet.

Silver City Food Co-op — Board Meeting Minutes
Wednesday March 25, 2020 — 5:30 P.M. to 7:30 P.M.
LOCATION: Zoom

- C. Equity Refund Request. The Board approves the \$50 refund request by consensus. Scott says Marguerite has suggested adding fees, but suggests paying the full amount. If more requests come in, the board has broad flexibility to change this later.

IV. Committee Decisions and Announcements (6:35-6:50 pm, 15 minutes)

- A. Member Connect (MC) Annual meeting update. Board members want to give serious consideration to postponing. Jennifer still wants to get scheduled reports to members in the GG on the usual timeframe, which may be required by the bylaws. Others present seem to agree. Martha suggests Facebook live video. Scott thinks video report can just be recorded.
- B. Recruitment, Orientation and Development (ROD) Election update: Mike will update last year's ballot to reflect this year's information. There is some question as to whether the ballot format should be updated to make it easier to fold. Gwen asked about online elections, which have been previously discussed but have gained new urgency. Kevin says the tech is easy, and the co-op has a list of people without emails which comprise less than 10%. People should be encouraged to mail in ballots. Shanti thinks emailing a ballot that has to be printed and mailed is too cumbersome. Gwen says that what she meant all along. Kevin says they can email ballot back as attachment. Kevin thinks this is one thing that could be pulled off during the pandemic with a reasonable effort. Jennifer can program google forms survey. This makes it anonymous, and easier to track. Shanti says she agrees with that, wants to add more email blasts. Scott suggests SurveyMonkey. Mike adds that we need to be able to verify that the voter is the member of record. Martha says Los Alamos and La Montanita do online voting, Mike volunteers to check in with them. Jennifer will take these suggestions back to ROD. Susan asks about getting the know candidates virtually. Mike says there will be candidate statements and photos in the store. Kevin prefers not to have candidates in the store in person. Candidate statements and photos will all be in GG. Scott suggests putting them on the TV monitors in the store. Kevin and Mike like it. Gwen emphasizes eblasts and outward-facing window posters.
- C. Board and Management Evaluation (BME) update on policies. Addressed in II.D above.
- D. Finance Committee (FN) No Meeting

Silver City Food Co-op — Board Meeting Minutes
Wednesday March 25, 2020 — 5:30 P.M. to 7:30 P.M.
LOCATION: Zoom

V. Monitoring Reports (6:50-7:15 pm, 25 minutes)

- A. The Board acknowledges B7 (Communication to Board/ Manager's report) by consensus: Kevin submitted the reports in the wrong format. Laurie found them nonetheless complete minus one paper. Gwen valued substance over form and thought the narrative was great. Wants to know about staff response to changed hours, and how staffing levels are generally. Kevin said there is a mixed reaction to proposed schedule changes. Generally positive attitude and stepping up, adjusting on the fly is embraced. Jennifer encourages Kevin to reach out for support with completing reports, especially with the transition. Scott was hoping for a continuation of Garland-style spreadsheets. Scott thought it was interesting that gross profit was up but the bottom line was a loss, also has further questions about the MAD discounts and how they are accounted for. Laurie will send forms for Kevin to follow. Kevin says that because there is a wide discrepancy in MAD discounts since last year, he is investigating. He thinks it might be a reporting issue. He speculates that either people take more advantage if discounts now that membership is \$20, or that cashiers ask customers more often. Scott is concerned that GM is manually recording which kind of discount was used rather than as an automatic designated by Catapult. Scott also thinks members have gotten more strategic. Shanti recalls that Mike Morones was very helpful with reporting forms. She thought the reports were thorough. She was wondering if the full marketing study was available. Kevin will send out full report, which is proprietary, and very good.
- B. Pope Street Update: waiting on Steven to see how soon he can get construction cost estimates. Emails back and forth between NCB Bank and Garland, Kevin will resume those correspondences. There is a lot of opportunity in the stimulus package to get financing on this project at a very low interest rate. Jennifer wants to first see final pro forma. Kevin agrees yes pro forma, also updated business plan. Scott thinks we can green light the move based on current information. Shanti points out that equipment costs could be much higher than expected. Scott agrees. Laurie says for BITs and other candidates: NCB means National Cooperative Bank; Shanti is head of PSP; operations now has more responsibility because of experienced GM. Shanti also wants them to know that numbers referred to are not substantiated by the architect. Gwen asks Kevin about small business expansion low-to-no-interest loans. Scott points out the SBDC estimates were based on interest rates over 6%.
- C. Acknowledge B6 (Staff Treatment and Compensation) TABLED

VI. Board Meeting Closure (7:15 – 7:30 pm, 15 minutes)