

SILVER CITY FOOD CO-OP
MEETING OF THE BOARD OF DIRECTORS
April 20, 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, Jerry Bartels, Jennifer Johnston, and Nancy Coates. Others in attendance were general manager Joe Zweibach, member-owners Mike Giusto and Bill Blakemore, and member-owner and scribe Mary Ann Finn. Gail facilitated the meeting.

A. WELCOME

1. Welcome: Gail welcomed all.
2. Agenda: Approved, by consensus with one adjustment
3. Meeting Minutes: Draft #2 of the meeting minutes for the 3/16/2016 board meeting was approved, by consensus.
4. Member Comments:
 - a. Mike Giusto introduced himself to the board as a “write in” candidate for the 2016 board election and expressed some co-op topic areas that interested him.
 - b. Bill Blakemore commented on the exquisite labeling of foods at the co-op, which help him identify allergy information readily.
5. Kudos or Appreciation
6. Board of Directors Comments and Announcements

B. GOVERNANCE POLICIES

1. Decision: Approved, by consensus, policy B (Global B).
2. Decision: Approved, by consensus, the concept of policy B6.v2b (Communication and Counsel to the Board). Susan will submit a modified version of B6 for approval at the May meeting, which will include information elements on large projects from the proposed B9.
3. Decision: Agreed, by consensus, to eliminate policy B9 (Long-Range Planning) noting that most of the proposed B9 (put forth as Tactical Planning) will be incorporated into the modified version of B6. Also, noted and agreed, by consensus, that subsequent policy numbers will be adjusted so there is no gap: B10 will become B9 (Membership) and B11 will become B10 (Board Logistical Support).

C. HERE AND NOW DISCUSSIONS

1. Acknowledged, by consensus, B10 (Membership) Monitoring Report.
 - a. Approved, by consensus, the following revisions to B10:
 - i. Checklist item 5: Written fiscal-year financial report—which meets the requirements specified in NM State Statutes section 53-4-33—to be verified by the board for distribution at the General Membership Meeting.
 - ii. Add the following note to monitoring report 2: NOTE: The board will verify that this report has everything required by NM State Statutes section 53-4-33 and that it states the source of the numbers (CPA review/audit or our own).
 - b. Joe agreed to email the board the financial report from the Mackie, Reid and Co. as soon as it arrives and to email the board monitoring report 2 as soon as possible and before it is printed for the May 1 GMM.
2. Acknowledged, by consensus, April Manager’s Report.

3. Safe Strategic Conversations

D. BREAK

E. COMMITTEES

1. Finance Committee (FN): Meeting notes.
 - a. Decision: Approved, by consensus, revisions to policy B4 (Financial Condition) including the addition of monitoring report #4 to provide “quarterly financial statements, that include but are not limited to, balance sheet and income statement.”
 - b. Decision: Approved, by consensus, revisions to policy B3 (Annual Financial Plan).
 - c. Decision: Withdrawn, by consensus, consideration of the prototypes for capital expenditures worksheet, target ranges report, and comparison report sections related to policies B3 and B4.
 - d. Decision: Agreed, by consensus, to option A, regarding the re-monitoring of policy B3 (Annual Financial Plan) again for FY 2016, which is to uphold the decision made in March to acknowledge the B3 report (for FY 2016) as submitted.
2. Member Linkage (ML): Meeting notes.
 - a. Decision: Agreed, by consensus, that write-in candidate Mike Giusto will be allowed to participate in the GMM “meet the candidates” process at the GMM, noting that this is an exception allowed this year, not a precedent.
 - b. Decision: Approved, by consensus, proposal for ML’s responsibility for the board page in the *Garbanzo Gazette*, striking “ML will review article”, replacing it with “one other board member will review article”.
3. Recruitment, Orientation and Development (ROD): Meeting notes.

Decision: Approved, by consensus, the Spring Retreat Agenda, noting that Gail’s segment will be titled, “Speaking with One Voice” not “Ethics”.
4. Board and Manager Evaluation (BME): Meeting notes.
 - a. Decision: Approved, by consensus, the new C policies.
 - b. Decision: Approved, by consensus, the new D policies, with the following changes:
 - i. Add D2.E.3: Maintain the Bylaws and the Articles of Incorporation
 - ii. Change D2.F.4.a: Change the word “board” to “committee”.
 - iii. Eliminate D2.F.4.c.
 - iv. Pending: Appendix 3 (Equity And Patronage Procedures).
 - v. Change Appendix 7: Remove the words “April” and “May” to reflect “the month when the new board is seated”.
 - c. Decision: Approved, by consensus, that the new C and D policies be used by ROD as training materials.
 - d. Decision: Approved, by consensus, recommendations that the next BME committee will work out how to use the approved C and D policies for evaluation, noting that the D policies will no longer be monitored, but will be used solely as an evaluation tool.

F. BOARD PROPOSALS, DISCUSSIONS, AND DECISIONS

1. Discussion: Jennifer, as Concern Coordinator, will respond to Rebecca Summer’s email request, saying that her email has been distributed to board members for their review.

G. CLOSURE

1. Review March Task List, New Tasks, Tabled Items, and Calendar
2. Meeting Evaluation
3. Adjourn: Adjourned the meeting at 7:55 p.m.

Respectfully submitted,

