



Board of Directors Monthly Meeting Minutes

Wednesday, May 25, 2021 at 7:00 pm

Location: Due to the ongoing pandemic, this meeting was held virtually.

In attendance: Malinda Berry, Gwen Gustafson-Zook, Amanda Qualls, Rose Shetler, Brad Alstrom, Clayton Miller (joined at 7:15pm), Mark Steely (joined at 7:36pm)

Absent: Darin Short

1. OPENING ACTIVITIES (7:02 pm)

- Our MCM “Ends” (read by Amanda)
- Check-In: Are we prepared to act on everything before us? All prepared to act.
- Declaration of quorum
- **Decision:**
 - i. Approval of Apr. 2021 minutes
Malinda moves to accept the minutes as written; Rose seconds
Discussion: All in favor, 4 in favor, 0 abstain

2. GM REPORT (7:05 pm)

- Things are going smooth in terms of the re-entry into the mask-less world. Most people are still wearing masks in general.
- Membership basically balanced out with the month prior.
- Some trouble with coolers with the high humidity. Part of the job.
- Amanda noted all of the celebrations planned for June. Contributes to the vibrance of the Co-op.
- Deli sales are going up very fast. This is putting some stress on the Deli staff. Sales are down a bit in bulk and packaged goods.
- Attended The Goshen Farmer’s Market - invited by Joelle at The Farmer’s Market - to have a booth at the Tuesday market. It’s a lot of work and not a lot of payback. But there are a lot of community connection benefits at The Farmer’s Market. (Grab and eat foods, Deli items). Not many sales. Staffing will need to be worked out. It would be good to create some sense of partnership with The Farmer’s Market but if there’s only \$50 of sales it won’t be worth it.
- Amanda noted that staffing throughout the community is an issue. She would be open to recruiting should that become necessary.
- Brad is wanting to hire 1 or 2 positions for the summer.

3. POLICY GOVERNANCE (7:15 pm)

Reference materials: Decision tree

- POLICY MONITORING
 - i. Monitoring of GM

1. **Decision: X.1 - Financial Condition**

- a. Brad just got the draft of the Financial Review three days ago so at the next meeting he will report on that.
- b. X.1 is the Quarterly Report. Overall things are strong. Highlights are as follows:
 - i. CoScore 86 (weighted score of a bunch of the metrics)
 - ii. All policies are strong

- iii. One indicator we are not strong on: p. 17 Metrics Report - We're taking on too much inventory and need to adjust that. That would give us more cash (though cash isn't an issue right now). Malinda asked which departments are most impacted. Brad noted that it is mostly supplements, bulk and packaged goods.
- iv. 4 Quarters of really strong numbers. Brad is wondering when this might shift.
- v. P. 18 - margin is good (40.5%), giving some cushion. This is a very strong Net Income for a grocery store. We've done well through the pandemic
- vi. "Other Income and Expenses" - still waiting for forgiveness on the PPE Loan. That should come out as "Other Income". It's currently showing as a liability but should eventually show up as "Income".
- vii. We received some patronage refund from NCG. That does not show up on the Balance Sheet yet.
- viii. Retained Earnings have gone from negative to positive in the past year (red to black).
- ix. We are in a position that we can take on some projects if we have the time, wherewithal and expertise to take them on while running a grocery store
- c. Gwen moved that we accept the monitoring report on POLICY X.1 as in compliance. Clayton seconded the motion.
No further Discussion.
All in favor; 5 for, 0 abstain

ii. Monitoring of Board

1. Decision: G.8 - Governance Investment

- a. Malinda noted appreciation for the Columinate trainings. She suggested that we might want to bring back "a thing that I learned" to make sure that we're tracking how we're benefiting from the training activities. Amanda noted that we might want to add that to the beginning of our meetings when we note if we are prepared to act, adding what we're reading, what we're attending, etc.
- b. Brad noted that Columinate is having more of these online than they've had in the past. It will be interesting to see how they move forward.
- c. Rose noted that she's taking training for Board consulting. She noted that a question asking how members have been putting the mission into action since the last board meeting can be useful.
- d. Brad noted that compensation for board members is two months late. He will take care of that. He also noted that it may be time for another Owners Survey or to look for other ways to get feedback from owners. The last Customer Survey was in 2018 and is in the Drop Box.
- e. Rose moved that we accept as in compliance POLICY G.8. Malinda seconded.
No further Discussion.
All in favor; 6 for, 0 abstains]

4. ADDITIONAL AGENDA ITEMS (7:40 pm)

- Upcoming meetings:
 - i. June Board Meeting: Wednesday, June 23, 2021 @ 7:00 pm
 - ii. July Board Meeting: Wednesday, July 28, 2021 @ 7:00 pm
- [Columinate events](#)

5. ENTER EXECUTIVE SESSION (7:44 pm)

Discussion of proceeding with the Board Election. Our goal has been to take the Board from 7 members to 9 members (Bylaws state between 7 and 11). We received enough applications to do that AND have a contested election. The question is whether we want a contested election, if we want to increase Board size to 10 or if we want to only receive enough applications to fill the necessary spots. It was noted that we may want to add to the applications the question: How did you hear about this position?

Action item: Amanda will follow up with all of the candidates to make sure that they all meet the qualifications, are available to meet on Wednesday evenings and let them know that what they write will be published and shared with the coop community. The Board election will likely kick off the 2nd week of June and run for 4 weeks.

6. EXIT EXECUTIVE SESSION (8:20 pm)

7. ADJOURN (8:21 pm)

Respectfully Submitted,
Gwen Gustafson-Zook
5/26/2021