

**Good Earth Food Co-op  
BOARD OF DIRECTORS MEETING  
January 15, 2015  
Good Earth Community Room**

Present:, Bobbie Hentges, Christy Benesh, Katrina Dolezal-Mersinger, Gwen Feddema, Noel Ashcroft, Graham Litterst

Absent: Sarnath Ramnath, Megan McNair (both excused)

Guest: Sara Urzi

Episode Title:

<b>Executive Session</b>		<b>Task List</b>
General Business	<ol style="list-style-type: none"> <li>1. Quorum was established, and the meeting called to order at 6:35 pm.</li> <li>2. Introductions were made for our guest Sara, who is considering taking on the role of Secretary.</li> <li>3. Acceptance of last month's minutes was moved, seconded and approved.</li> <li>4. Acceptance of new members #2928-2957 was moved, seconded and approved.</li> <li>5. Member returns: none</li> </ol>	
Manager's Report	<p>Discussion Items:</p> <ol style="list-style-type: none"> <li>6. Questions were asked about transitioning Kate to part-time and bringing Amanda into her role.</li> <li>7. Noel was asked to update the succession plan and organizational chart, as needed.</li> <li>8. Schedule is planned out for next two months to prepare for various staffing changes listed in report.</li> <li>9. Kitchen construction had a setback, so cannot offer a finish date just yet.</li> </ol>	Noel: Succession Plan & Org Chart
General Business	<ol style="list-style-type: none"> <li>10.</li> </ol>	
Board Education	<ol style="list-style-type: none"> <li>11. Megan was not here to present her work on the by-laws, and the timeline. Should we move to being a nine-person board? A different compensation structure for board members? Three-year terms? Handling of member returns?</li> <li>12. Should we completely revise or simply update existing</li> </ol>	

by-laws? General thinking was to keep our by-laws, perhaps simplifying as needed. Some extra detail is there because of past events. The differences between our by-laws and the “fresh start” template are minimal. The template is easier to read and understand.

13. By-laws were written before we implemented policy governance, and are sometimes reactive. However, policy can be changed easily, and by-laws are more set in stone.
14. Timing for a complete change is not ideal given all the new changes the co-op is currently experiencing.
15. Change in compensation: If we went with a stipend, could it be store credit so that we avoid taxes? (Would this be true? While a discount is not taxable, a stipend is a pre-determined sum. It would likely be taxable.)
16. Equal compensation would be more fair as some shop more than others, have larger families, etc.
17. Can we offer more compensation to persons who put in extra time on special projects? It is typical for Executive Committee to be paid more.
18. This could be an incentive to membership for running on board. This could help answer the question, *Where are the people for a nine-member board going to come from?*
19. You can't budget for a discount based on purchases.
20. Gwen and Graham are going to join Megan on the By-Law Committee.
21. Timeline: Solidify changes by April meeting, present to membership in May. Draft by February.
22. Membership could vote on each change.
23. Question: Is there something we can do to make this

	<p>document easier to understand, and easier to reference, as our primary referencing document.</p> <p>24. We could use to the by-laws to require that all future versions of the board stick with policy governance.</p>	
GM Monitoring	25. Noel was not asked to present a monitoring report this month, as he just started.	
Self Monitoring	<p>26. Sarnath presented his review of C2.</p> <p>27. Bobbie presented her review of C1.</p> <p>28. Bobbie explained the details of her research (regarding templates and policy reporting). There were many details and questions to consider that she outlined for us.</p> <p>29. Bobbie offered to become a subject expert on reporting, and help us all make it through this year.</p>	<b>Megan: C3 &amp; C12</b>
Assignments	30. Personal assignments were detailed.	
<b>Committee Reports</b>		
Finance	<p>Present: Noel, Gwen, Diane and Sarnath</p> <p>Date: January 13</p> <p>1. Inventory figures from last quarter were corrected, so this quarter's numbers do not paint an accurate picture.</p> <p>2. YTD losses are at \$62k. Budgeted profit was \$28k, so we are \$90k under target.</p> <p>3. Bulk of losses are due to advertising (\$50k over budget). Unexpected consultant payments account for \$8k. Payments for audit were budgeted over all months, but were paid as a lump sum; this will correct itself. Overall we are still hopeful of breaking even this year.</p> <p>4. Diane will be giving us separate financials for December, so that we can have a clear picture of what happened last month. (Not possible when we look at the quarter/YTD numbers.)</p> <p>5. Noel will keep a close eye on Deli ops and unloading ops, to ensure that labor savings are realized from the new facilities.</p>	

Member Engagement	<p>Present: Bobbie (chair), Megan, Michael, Noel and Jerry Date: next week</p> <p>TBD</p> <p>Chili Cook-off, Jan 25, Goodbye to Michael, Welcome to Noel, Open the kitchen?</p>	
Board Development	<p>Present: Christy &amp; Graham (chair) Date: 1/2/2015</p> <ol style="list-style-type: none"> <li>1. Plan board social – Location Idea: The Pickled Loon. Graham will call to find out what kind of space they have for us. We can offer a few dates to the board: Sat 2/7 – Wed 2/11. (Tentative date of 2/10 was identified during the meeting.)</li> <li>2. Review annual calendar – We both felt our obligations for the next six months were clear. Not sure what CCMA is in June?</li> <li>3. Details for January CDS workshop – Christy will followup with Katrina.</li> <li>4. Determine location for Annual Dinner – Board was divided on the issue of whether to change this location or not. Graham remembered that Katrina has mentioned a park in Waite Park. Riverside is nice, and the weather during the second week of September should be okay. Will bring this issue back to the board to see how important it is to change locations. Three options: Riverside, Augsburg, new idea. (At meeting: big discussion about location. Settled on Riverside. Graham will contact them for 9/12/15.)</li> <li>5. Katrina would like to attend the next committee meeting.</li> </ol>	
Executive	<p>Present: Megan, Christy, Noel Date: 1/8/2014 See Manager’s Report.</p>	
By-Laws Committee	<p>Committee was formed tonight: Megan (chair), Gwen &amp; Graham Any changes to by-laws need to be presented to membership by May. They would have to be finalized by our April meeting. Rough draft by February. Refined draft in March. Finalized for real in April. To the members in May.</p>	
Policy Committee	<p>Katrina and Megan may want to revitalize this committee. Bobbie is interested in joining this committee.</p>	

Meeting adjourned at 8:51 pm.

Our regularly scheduled Executive Session (for the purpose of checking in) followed adjournment.

Katrina, Bobbie, & Christy spoke with Sara about her interest in the secretary position.

Minutes edited & submitted by Christy Benesh, Board Secretary