

**Good Earth Food Co-op
BOARD OF DIRECTORS MEETING
May 15, 2014
6:15 – 9:00 pm
Good Earth Community Room**

Present: Megan McNair, Graham Litterst, Katrina Dolezal-Mersinger, Bobbie Hentges, Sarnath Ramnath, Christy Benesh, Gwen Feddema, Michael Valente

Absent: no one

Episode Title: Truthful, Tasteful & Respectful

Executive Session		Task List
General Business	<ol style="list-style-type: none"> 1. Quorum was established, and the meeting called to order at 6:35 pm. 2. Acceptance of last month's minutes was moved, seconded and approved. 3. Acceptance of new members #2746 to #2796 was moved, seconded and approved. 	
Manager's Report	<ol style="list-style-type: none"> 4. The store has been re-keyed, and very few people have keys. There is a timed combination lock that only works during store hours. 5. The GM is pushing the deli construction project forward. 	
Board Updates	<ol style="list-style-type: none"> 6. Committee reports were made. See summary at end of this document. 7. Update on employee handbook: Megan is going to be editing it shortly. Michael and Lisa will review it before it is finalized. Old handbook is still in play for now. 8. Board committees still need to submit their budgets. Christy will work on pulling all of this together – printing of ballots, committees, events, talk to Debbie, get budgets from committees, membership in CBLD (board education), food, etc. Contact Graham and Katrina and wrangle them for specific budget information. 9. First IGM bonus is due April 30. Requirements were to 	<p>Christy: Board budget</p> <p>Christy: Get search committee moving</p> <p>Katrina and Michael: Look into bag donation program</p> <p>Bobbie: NCGA Application</p>

	<p>bring financials under control. <i>Motion: To award the IGM's first bonus. Moved, seconded and approved.</i></p> <p>10. IGM agreed to sign a contract for another six months.</p> <p>11. General Manager Search Committee – Christy (chair), Gwen, Katrina, Bobbie</p> <p>12. Capital Campaign Committee – Sarnath (chair) & Megan</p> <p>13. NCGA application – next deadline is June 1. IGM will have been in place long enough. Bobbie and Michael will work on this together. Bobbie has already done everything, and will only need to update the documentation. She will inquire with Carol, her contact at NCGA, before moving forward. <i>Motion: To inquire with Carol, and move forward with the application if Carol agrees to it. Moved, seconded and approved.</i></p> <p>14. Question on decision making as Policy Governance Board. Example: Offer customers the opportunity to donate the 5 cents they save for using their own bags to a charity. Should the GM do this, or the board? Katrina and Michael will look into this.</p> <p>15. Our CDS consultant, Nina, has resigned. We will have a new consultant soon.</p> <p>16. Cashiers are working on using “owner” language and paper materials are being updated.</p>	
Board Education	<p>17. Discussion of board articles:</p> <p>18. We need to spend more time helping new board members understand their role.</p> <p>19. Need more specifics/structures about what committees are empowered to decide without returning to the board, or how we authorize things.</p> <p>20. Committee charters and missions should be on our</p>	<p>Megan: Update committee missions document.</p> <p>All: Work on committee mission details.</p>

	<p>websites. These also need to be updated.</p> <p>21. Committees should have deadlines and dates of existence.</p> <p>22. Committee assignment – update mission, charter, name as needed. (Could change Membership committee to Owner Engagement committee.) Clarity could help committee bring in new members.</p> <p>23. Board needs to start connecting with members better.</p> <p>24. We could rotate our positions on committees. The importance of institutional memory was brought up, and it became clear that we all like the committees we are already on. We can bring this up next month.</p>	
Board Decisions	<p>25. GM Monitoring Report – B1 & B2: Budget has been created. Board requested that IGM still provide a report stating that store is in compliance with these policies because of <i>x</i>, <i>y</i>, and <i>z</i>. A CDS sample template was given to IGM.</p> <p>26. We will ask our former GM, Melinda, to consult with us/Michael on the Annual Meeting logistics regarding food. We will offer her and her family free tickets to the event.</p>	Christy: Figure out how to save all responses to policy. Edit the doc.
Self-Monitoring	<p>27. Board Process C5 & C6 – Bobbie questioned the need for both. Her research revealed that the Code of Ethics governs decision making, and Code of Conduct governs our actions and behavior. Thus, while there are redundancies, both are useful. However, the CBLD template only uses one. Code of Ethics is generally more abstract.</p> <p>28. Questions for policies – Are we in compliance? If not, do we need to change our behavior, or the policy? Are there changes that need to be made? Is the policy serving a useful purpose for our board?</p>	
Assignments	<p>29. C7 & C8 – Megan (see questions in point above)</p> <p>30. Graham – Get Board Development expenses to Christy. Update committee charter. Work on recruiting membership to committee and board ballot. Find bands</p>	Look to the left.

	<p>for International Day of the Coop.</p> <p>31. Sarnath – Work on charter for Finance committee. Look at finalized budget next month. Begin research on capital campaigns.</p> <p>32. Bobbie – Review membership committee charter. Soul searching about what committee she'd like to be on. Search for alternate entertainment for International Day of the Coop. NCGA application.</p> <p>33. Gwen – Search committee. Planning for International Day of Coop and Annual Dinner. Recruit two board members.</p> <p>34. Katrina – Look into policy in terms of where things like donations fit into policy (e.g. bag donations), and policy around people leaving the room for private discussion during meetings. Committee budget to Christy.</p> <p>35. Christy – Start search committee, track policy monitoring & documentation from GM, get board budget together. Ask Becky about her band.</p> <p>36. Michael – Where will annual meeting show up in the budget? Contact Melinda about the Annual Meeting.</p> <p>37. Megan – Review employee handbook, get 6-month contract ready, capital campaign research</p>	
Committee Reports		
Finance	<p>Present: Diane Griswold, Sarnath Ramnath, Christy Benesh, Michael Valente Date: May 13, 2014</p> <ol style="list-style-type: none"> 1. An issue of definition came up. Diane estimates COGS, until the end of the quarter. Michael is used to actuals, which he referred to as “purchases.” He will look into getting COGS put directly into the POS so that monthly data will be more accurate. In the meantime, invoices of our purchases will help. Debbie can supply 	

	<p>those numbers.</p> <ol style="list-style-type: none"> 2. Sales were lower than expected this month, but higher than last year. Labor was just under budget, which is a big first! G & A expenses were over \$2k. 3. Net loss for the month was -\$5867. Net loss for the year is -\$78,077. 4. The checkbook balance is shrinking, Michael and Diane are comfortable with this as our numbers are trending in the right direction. 5. The new budget was reviewed. It includes a profit cushion of \$160,000, which will fill our checkbook balance back up. It projects 5% growth, is based off of real-time purchases from last year, and uses 21% payroll. 6. No loan withdrawals have been made yet. We are waiting for hard estimates from our contractor. 7. Discussed ways to lower use of credit cards, perhaps by encouraging the use of debit cards. 8. Michael reviewed the reasons for higher purchases made with the board. 	
<p>Membership</p>	<p>Present: Gwen Feddema, Katrina Dolezel-Mersinger, Bobbie Hentges, Jerry (staff), Michael Valente (GM) Date: May 21, 2014</p> <p>At Board Meeting: Conversation was held regarding needs for upcoming events, specifically musicians.</p> <p>At Committee Meeting: Charter Review Charter was reviewed and name was changed. The rest remained the same.</p> <p>International day of the Co-op Bobbie updated us about research she has done on entertainers from Cream City Tattoo. (Update: they are not available on our date.)</p> <p>Gwen contacted the St. Joe co-op and talked to Pat, the GM there. She didn't think they would participate due to the</p>	

Joetown Rocks Festival. She was offered varying levels of participation. She will run that by the board and contact Gwen if they want any type of involvement/representation.

We had no music updates but have since learned Graham has four bands booked; most known are Canary Row and John Larson. Also playing is Graham's friend Casey and *Transcendental Strangers?*.

Advertising was reviewed and is ready to post. Jerry will order it. Items from the rental will be dropped off at noon on Saturday, July 5. We have a staff member to do face painting, and one to do the scavenger hunt. Megan is doing the loans. Katrina is also doing face painting, as it's good to have two. Most board members will be in attendance at the event.

For the dunk tank, we will do tickets. People can purchase a ticket for one dollar and get three balls for one ticket. This is to keep the money more secure, and also to help mitigate the unfairness to people who paid that if we allow people with no money to throw just one ball or have just one try.

It was also suggested to poll the staff members about who would be willing to be in the dunk tank, and possibly have an in-store voting/nomination for who people want to see get dunked, as a fun activity in way to get people invested

Annual Dinner

Sept 13th, at the church. Social is at 4:30 pm, dinner is at 5:30 pm. Mike will email us with the menu once it's ready so we can plan global decorations accordingly.

Other

Brief discussion of possible potluck for the fall. A suggestion was made to include questions in our annual dinner questionnaire about topics of interest to incorporate into future potlucks that may draw more people.

Board Development

Present: Megan & Graham
Date: ??

	September 13 is the date of the annual dinner. Social at 4:30, dinner at 5:30. Board arrives between 2 and 3 pm. Board needs to be recruiting new board members. The suggestion was made that we should recruit committee members and grow them into board members.	
Policy Development	Present: Date: Policies are completed. Board members need to review the entire thing.	
Executive	See Executive Discussion, above.	

Meeting adjourned at 9:05 pm.

Minutes edited & submitted by Christy Benesh, Board Secretary