

**Good Earth Food Co-op  
BOARD OF DIRECTORS MEETING  
April 17, 2014  
6:15 – 9:00 pm  
Good Earth Community Room**

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

Visitor: Jeff Bloss, KDV

Absent: Gwen Feddema (excused)

Episode Title: Vegan Cheese

<b>Executive Session</b>		<b>Task List</b>
Financial Audit/Review	<ol style="list-style-type: none"> <li>1. Jeff Bloss, from KDV, met with us. He is the financial consultant that we hired to perform our audit or review. He is here tonight to help us determine whether we need a full financial audit, or only a financial review.</li> <li>2. Jeff answered questions about review vs. audit, about the timeline of an audit, and the workload required by our committee that manages the audit. Jeff also has a background in retail, which will help him see possible issues in our processes.</li> <li>3. Our inventory is scheduled to take place on July 1, at 6:30 am.</li> <li>4. KDV generally performs an annual audit, though we are not sure we are able or interested in doing this every year. However, a second audit/review is necessary to affirm the first year's results. The idea was raised that we might want to start with a review this year, get our systems/processes smoothed out, and then have the full audit the second year. Another option is to do a review (of the past 2013-14 year) with inventory this first year. This way we would have a good baseline for the audit in July 2015.</li> <li>5. Jeff said that we may call him with questions. He will never “surprise bill” us.</li> </ol> <p><i>Motion: To have a review of the 2013-14 fiscal year take place in July of 2014, with inventory test work for beginning balances for an audit in July 2015. Moved, seconded and approved.</i></p>	

General Business	<p>6. Quorum was established, and the meeting called to order at 6:40 pm.</p> <p>7. Acceptance of last month's minutes was moved, seconded and approved.</p> <p>8. Acceptance of new members #2719 to #2745 was moved, seconded and approved.</p>	
Manager's Report	<p>9. We are on track to hit our goal of \$3.4 million in sales.</p> <p>10. Hiring freeze is lifted for part-timers.</p> <p>11. Mark Vargas at SCSU asked if we're interested in running their coffee shop.</p>	
Board Education	<p>12. Three-article review summary:</p> <ul style="list-style-type: none"> <li>◦ Directions: Pick one article (from <a href="http://www.cooperativegrocer.coop/library/articles">http://www.cooperativegrocer.coop/library/articles</a> or <a href="http://cdsconsulting.centraldesktop.com/cbld/doc/3154572/w-Library">http://cdsconsulting.centraldesktop.com/cbld/doc/3154572/w-Library</a>) and discuss for five minutes. Also, submit your report to: <a href="https://docs.google.com/forms/d/12G9VeY0dgKqwIM_74_rd5SZ0BNVDdiyI0pdENldqS6g/viewform">https://docs.google.com/forms/d/12G9VeY0dgKqwIM_74_rd5SZ0BNVDdiyI0pdENldqS6g/viewform</a>.</li> <li>◦ Megan read “From Corporate to Coop,” “Starting Off Right with your New General Manager” and “Robert's Rules of Order.”</li> <li>◦ Graham read “Recipe for Good Board Meetings,” “Coop as Store Becomes Coop as Community,” and “Budgets: The Board's plan for Governance Investment.”</li> <li>◦ Idea: Create a Central Minnesota alliance of small-town food coops. Have a retreat with small coops in St. Joe, Willmar, etc. The large city coops in the MFCB often do not share our issues. Perhaps do a one-time reach-out and see what happens. <i>This idea has been saved in “The Parking Lot” document.</i></li> <li>◦ Katrina read “Grocery Shopping in a Recession,”</li> <li>◦ Idea: Teach the community that they can afford to</li> </ul>	<p><b>Michael:</b> Pass the idea of “ownership” vs. “membership” to Jerry.</p> <p><b>Megan:</b> Look through policy regarding the “ownership” vs. “membership” language.</p> <p><b>Megan:</b> Lady, get that Employee Handbook edited already! Your “vacation” month is over.</p>

	<p>shop here.</p> <p>13. Review of Rochester Cooperative Café:</p> <ul style="list-style-type: none"> <li>◦ Katrina recommended that we watch a video on the CDS website under Cooperative Café.</li> <li>◦ Bobbie loved the morning session, and the way the cafe was organized. She wished the afternoon had been more different from the morning.</li> <li>◦ Michael enjoyed it as well, and noted that in the morning everyone had a completely different view of what a coop was, but left with more unity of vision.</li> <li>◦ Katrina won BINGO!</li> <li>◦ Networking opportunities were high.</li> <li>◦ Key theme: The job of a coop is to “tell the story,” and share what makes the coop different.</li> <li>◦ Idea: Ask a customer, “Are you a coop owner?” rather than “Are you a member?” Written material should say, “What are the benefits of ownership?” instead of “benefits of membership.”</li> </ul>	
Board Decisions	<p>14. GM Monitoring Report (Emergency GM Succession – Policy B10) – asked Michael to indicate if plan was able to meet policies, and add a date.</p> <p><i>Motion: To accept the Emergency GM Succession Plan.</i></p> <p><i>Moved, seconded and approved.</i></p>	<b>Christy:</b> Figure out how to save all responses to policy. Edit the doc.
Self-Monitoring	<p>15. Board Process C5 &amp; C6 – This review was assigned to Bobbie. Due to time restraints, this was deferred to next month.</p>	
Assignments	<p>16. Board Process C7 &amp; C8: Megan will review these. All board members should have read C5-C8 by next meeting.</p>	Look to the left.

	<p>17. Board Education- Read three articles on committee structure, as emailed from Megan before April meeting.</p> <p>18. Katrina – Get board calendar on website.</p> <p>19. Michael – Begin responses to “B1 &amp; B2 – Budgeting” for May.</p> <p>20. Financial Committee – Look into how a capital campaign would be done, sales goals that would trigger a move forward, bag donations, low income and subsidized memberships.</p>	
<b>Committee Reports</b>		
Finance	<p>Present: Diane Griswold, Sarnath Ramnath, Christy Benesh, Michael Valente Date: April 15, 2014</p> <ol style="list-style-type: none"> <li>1. We made money this month! \$7956.20.</li> <li>2. Super Sunday is bringing in much higher sales now that it is being promoted. Michael credits Jerry with this.</li> <li>3. Interesting trend in Meat and Deli sales was presented: best sales in one department occur on the same two days as worst sales in the other and vice versa.</li> <li>4. Deli is losing money. There is no good solution to this until we can expand. They simply need to be able to produce more. The new kitchen should fix this problem.</li> <li>5. Michael merged the meat, cheese &amp; dairy/frozen foods departments into one “Cold Foods” department, and sales for the new department are up, comprising 25.18% of total sales.</li> <li>6. Our net loss for the year is (\$72,214.78).</li> <li>7. We are going to drop the “Ratios” category from the financials, because those ranges are not relevant/typical anymore.</li> </ol>	
Membership	<p>Present: Gwen Feddema, Jerry (staff), Michael Valente Date: April 16</p>	

Board Development	Present: Date:	
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