

Durham Coop Market Board of Directors Meeting
Wednesday, Sept 14, 2016
Location: Durham Coop Market

In attendance: Frank Stasio, Drew Peng, Brand Fortner, Amelia Freeman-Lynde, April Henry, Tyler Jenkins, Alisa Johnson, Jodi Koviach, Leila Wolfrum (GM)

Absent: Pam Campa, Diamond Riley

Location: Durham Coop Market

(1) **Meeting:** Called to order at 7:04 pm

(2) **Minutes:** August meeting minutes approved

(3) **GM Report B2: Planning and Budgeting Update**

- The budget narrative is still incomplete. The GM met with the Board VP/Treasurer to review budget numbers. There are a few numbers that have firmed up in the past two months.
- The GM is still shifting through the budget line by line to provide a detailed summary of the line items for the board. It is forthcoming and will be submitted prior to the next board meeting on October 12th.

(4) **GM Report B4: Membership Rights and Responsibilities**

- The B4 report outlines membership rights in terms of investing equity, receiving patronage dividends, attending the Annual Meeting, voting in co-op elections and running for the Board.
- What is lacking in B4 is any specific language regarding worker ownership rights – need to consider if this is something we need to add to Policy Governance moving forward.
- Regarding patronage dividends, we did not show a profit for FY2016. This will be made clear at the annual meeting should any questions regarding patronage dividends comes up.
- We cannot locate the voting date from the 2015 Annual Meeting. The Board Secretary will look back in minutes and emails for the information.
- Note for 2017 calendar, it would make sense for next year to schedule this report to be directly after the Annual Meeting, rather than right before.
- The Board moved that the GM is compliant with B4 Membership Rights and Responsibilities, sufficient data has been provided and the policy has been reasonably interpreted.

Note: We are behind in GM reporting – need to get Asset Protection Report. The October report is slated to be B5: Treatment of Consumers

Other GM Report:

- The Board Administrator role has now been filled by the store's new Marketing Manager, Matt Novik. This role fits nicely into some of the other communications duties of the Marketing Manager (ex. web site improvements).
- The store implemented Open Book Management (OBM) this month with outside consultants. This included a 2-day workshop with workers from other co-ops. In OBM we

share sales, purchasing and labor numbers for every department in the store at weekly meetings that are open to all staff. OBM is one piece of the diversity and equity assessment/training. Another part of this is a manager's retreat on cultural competency that is scheduled for the near future. The staff and departments have been very receptive to OBM.

- There has been discussion on the manager level regarding the co-op mission. The managers came together to write a draft of proxy ends to help serve them in their roles in the store. The GM will share it with the board.

- The store is working to ramp up the deli after the former manager departed this summer. We're in the process of building up systems and roles in the kitchen that will help support the deli. The NCG eastern corridor deli advisor will be at the co-op for 3 weeks to provide support to the new Deli Manager.

- The Driscoll's berry boycott has been called off and the GM has fielded several inquiries from members regarding the boycott and the co-op's position to continue to stock Driscoll's berries.

- Community Investment Notes (CINs) have been sent out – the store provided the option of rolling over the CINs into preferred shares but none of the note holders opted for it.

News and Events:

- Neighbor Day is this Saturday 2-6pm, including free grilled cheese, ice cream, music and more.

- We had a visit from former President Clinton.

(5) **GM Review Update**

- The Board President reported back that he had conversations with Weaver Street that the Weaver Street Board does include worker owners in conversations around the GM salary.

- Jade Barker, our CDS Consultant, reports that the Central Co-op in Washington does not share GM salary information among the worker owners of the board.

- We need to come up with clearly defined guidelines on how the GM salary review will be handled with both worker owner and consumer owners on the board. It's still unclear how to proceed for the forthcoming GM review. This should be part of board training moving forward given that we will have different people moving through the roles.

(6) **Board Elections**

Worker Owner Seats

- Jean Heckler, the recently elected Worker Owner Board Representative, recently resigned from the Board for personal reasons. The worker owners will need to hold a special election to fill the vacant role. The Board requests to convene an election and the GM will help facilitate.

- Moving forward we need to have a clearly defined process and structure for worker owner board elections. This could be incorporated into our bylaws review and update, which has been temporarily on hold pending worker owner elections this year.

Consumer Owner Seats

- April Henry stated that she is stepping down from the board. Her seat is up for election at the next Annual Meeting. The other seat up for re-election is Alisa Johnson.

- We will hold board elections for two seats this year, one in which is the incumbent seat currently filled by Alisa Johnson who is running again.

(7) Annual Meeting

- Need to post notice in store and on web site – the date will be Sunday, Nov. 6th.

(8) Fall Retreat – call for agenda items

- We need to look specifically at the ends.
- Drew has arranged for a call to discuss the retreat agenda with Jade Barker, our CDS consultant who will be facilitating the retreat.

(9) Other Business

- The Board President had a great meeting with the Quality of Life ?(QOL) group and they are very excited about what is happening in the store.

Adjourned at 8:43 pm