

Durham Co-op Market Board of Directors Minutes

Date: Wednesday, August 9, 2023

Location: Online via Zoom

In attendance:

Zoey Best, John Bonvechio, Josh Collier, Matt Colley (GM), Donna Frederick, Lenore Hill, Kim Ionescu, Teri Riley (BA)

Absent:

Summer Alston, Nina Drumgoole, Raafe Purnsley

Meeting called to order: 7:05 pm

Agenda Review: No changes

Team Building Question: The Board completed this.

Review and approve minutes from July 12, 2023, meeting:

Motion: I move to approve the July meeting minutes (pending the edit of “June” to “July” 2023 in the Board Agenda): Josh Collier

Second: Zoey Best

Ayes: Lenore, Zoey, Donna, John, Kim, Josh

Nays: None

Abstain: None

FYI Report Q&A

- Received one of the new scales. Have 90 days to see if they like it.
- Board congratulations on the Indy win.
- How many new owners? Report shows dollar amounts. Could build that into the report in the future. Elizabeth Figgie has the number of owners.

GM Monitoring Report: B1 Financial Condition

- We will be posting a profit for the year of \$198,00.
- Matt reported the Co-op received \$217,000 in Covid funding. An additional \$93,000 (or \$98,000) will be coming.
- Without the covid funding it would have been an \$18,000 loss.
- Getting margin and margin minus labor under control.
- July is closed and turned a profit.
- This is the first fully compliant B1 report since Q2 2021.
- Heartening to be in compliant in what is a more “normal” summer, farther from the pandemic.
- In the years prior to 2017 the reports were just everywhere. Bookkeeping was done in-house, and things were erratic.
- Consistency over time will be the key, but it’s a very good report for the quarter.

- Budgeted figures come from last year's historical sales and applying a 3% addition for the current year. This was a conservative estimate of growth and we're currently at 6%.
- Currently happy with the format of the report but may make some changes for even more transparency in the future. Additional context without adding a lot more content or another appendix.

Motion: I move to approve the B1 Financial Condition report: Lenore

Second: John

Ayes: Lenore, Zoey, Donna, John, Kim, Josh

Nays: None

Abstain: None

Board Self-Monitoring Survey: D3: Delegation to the GM

- Last month the Board briefly considered the idea of Matt answering the Board survey questions as well. Brought this to the Columinate rep and decided that it's best for Matt to answer the questions separately, asked in a different and less formal way.
- Question one, about the GM being authorized to establish further policies. Matt discussed that he would ask the board for feedback for any policies that he needs more information or support on.
- The GM is authorized to make policies, like whether to fill the Operations Manager position. The Board can give feedback, but the GM makes the decisions/policies.
- Question to Matt whether he needs more dialogue or feedback, and he said no, things are moving along well and he's confident in the current level of communication.
- The annual retreat is also a good time for interaction and feedback.
- Need to schedule a Board retreat. The last one was July 2022. Kim will ask Ben from Columinate about scheduling the retreat.

Annual Meeting and Nominations

- Discussed increasing the Board requirements, like having a potential candidate attend two Board meetings rather than one and having conversations with two current Board members rather than one.
- Do we want to have at least one meeting a year in person, or preferably two? This would be great for the first meeting after the elections.
- The Board voted in April to have two more positions, making two open positions in the next election, plus Kim's seat, as she is up for election this year.
- As for worker-owner members, Raafe's position is also open for election.
- Need to make sure candidates understand the work, and that everyone on the nominations committee is working from the same set of guidelines in their discussions. Not an interview for eligibility, more of a get-to-know meeting, a soft discovery of the candidate's level of commitment. Not too much, too laborious, but not too light so candidates don't have an accurate understanding of the commitment.
- Need an open mind about the kinds of people that could serve on the Board. Keep it welcoming, but let people know clearly how things work, like using policy governance for the Board structure.
- The committee will structure the process and bring it back to the full Board. It's their work to bring clarification to the process.
- Kim asked the Board to consider the use of appointments as well as nominations to fill the Board. This could help with the diversity of professions and skills the Board could benefit from.

- The nominations process must be open for a certain period before the election. Need enough time for the candidates to do what's been asked of them as far as Board meetings and discussions with Board members.
- The annual meeting is generally the first Sunday in November. It's kind of rushed after the annual election. Perhaps should consider changing the election period to another time of the year. Nice to have it after the Ends report (which is now in July). Can revisit this in January for timing in 2024.
- The Annual Meeting in 2023 will be the first Sunday in November. The Nominations Committee will meet before the next Board meeting and have some recommendations.

Discussion and Vote to Remove a Director from the Board

- Discussion and vote to remove Nina Drumgoole from the Board.
- The Board has done their due diligence on this, with Summer reaching out to Nina for discussion.
- After removing Nina Drumgoole from Group 3, the Board discussed moving Zoey Best from Group 2 to Group 3 in order for her to serve a full three-year term.

Motion: I move to vote to remove Nina Drumgoole from the Board: Josh

Second: John

Ayes: Josh, John, Lenore, Zoey, Donna, Kim, Summer

Nays: None

Abstain: None

Motion: I move for Zoey Best to be moved from Group 2 to Group 3 in the Board cohorts: John

Second: Zoey

Ayes: Josh, John, Lenore, Zoey, Donna, Kim

Nays: None

Abstain: None

Upcoming Events, Reminders, and Action Items

- <https://columinate.coop/events/>
- Kim added to the Board calendar the Racial Equity Institute Groundwater trainings.

Meeting Adjourned: 8:24 pm