

Durham Co-op Market Board of Directors Minutes

Date: Wednesday, March 13, 2024

Location: Online via Zoom

In attendance: Summer Alston, John Bonvechio, Josh Collier, Lenore Hill, Kim Ionescu, Anwar Simon, Matt Colley (GM), Teri Riley (BA). Donna Frederick joined at 7:07 pm.

Absent: None

Meeting called to order: 6:03 pm

Agenda Review: No changes

Team Building Question: The Board completed this.

Review and approve minutes from February 14, meeting: Approved with edit.

Anwar was listed as both present and absent in the meeting. He was in attendance.

Motion: I move to approve the February meeting minutes: Josh Collier

Second: John Bonvechio

Ayes: Lenore Hill, Kim Ionescu, Anwar Simon

Nays: None

Abstentions: Summer

FYI Report Q&A

- Facility upgrades – cameras were ordered and received. Also updated the switch and are waiting for new cables for installation.
- The POS system is near end of life, will need to be replaced.
- Need another new scale. It will connect directly to the POS system.
- Matt will seek additional bids for the generator system.
- Matt will attend the NCG spring meeting in Washington, DC, and go to Missouri in June.
- Matt is looking into options for replacing the Graphics & Media Coordinator position, whether it's an in-house marketing professional or an outside firm. She did a wide variety of jobs in her role.
- Matt is working to get at least a bare bones newsletter out next week.

Board Insurance

- It's time for the Board to renew its insurance policy for fiduciary responsibility. Matt will send it to Kim for a signature.

April Board Meeting

- The Board decided to skip the April 2024 Board meeting.
- Matt, Kim, and Lenore will all be absent for the April 10 meeting.
- The Board discussed options. Have skipped meetings in the past when needed. Changing dates hasn't worked as well.
- Asking the Board to do some email work around the Board budget.
- Matt will provide Board expenditures for the prior year, noting the larger than average fees to Columinate for the GM search.

- Kim will review her notes from the Board retreat for any relevant information and add it to the online conversation.
- Discussed whether the Board is required to have 12 Board meetings a year. Nothing in the Bylaws about the number of meetings.

GM Monitoring Report – B9: GM Succession

- Josh wrote the GM Succession Report and presented the report.
- There is a Designated Management Team to run the store in the event that Matt is unable to function as GM.
 - Finance Manager
 - Facilities Coordinator
 - Prepared Foods Manager
 - Grocery Manager
 - POS & System Administrator
- The five-member team spreads the responsibility rather than having one person in the role, as it was when there was an Operations Manager.
- Question raised for what happens if the team does not agree. Josh answered that each member of the team operates in their own lane, and since it's a temporary team enabled for a short time, they should be able to support each other. This group does not act as the GM, but is in place to replace the GM. If there was a large crisis, the group may appoint one of themselves as leader. It would also be the Board's responsibility to appoint an Interim GM if necessary.

Motion to approve: Kim: Can I have a motion to approve the B-9 Report? Summer: So moved.

Second: Lenore Hill

Ayes: Kim Ionescu, Anwar Simon

Nays: None

Abstentions: Josh Collier

Nominations and Elections Committee

- Lenore will lead the committee for 2024 and reported on the charter.
- Will need everyone on the Board to help with publicizing and recruiting.
- Will do some of the work during regular Board meetings, not to replace committee meetings, but in addition.
- Discussed moving the Annual Meeting, as was discussed at the Board retreat, possibly to October, decoupling it from the national political elections. It will be warmer, and possibly have it before the daylight savings time change. Moving it farther from Thanksgiving would also be better for store operations. Matt will review the calendar and propose dates.
- Voting will approve the Charter with the caveat that the timeline may change.

GM Compensation Committee

- Josh leads this committee and reported on the charter.
- This charter was not used last year since it was in the middle of Matt's becoming GM.
- If the Annual Meeting is moved this timeline will need to be moved as well so the compensation decision stays with the 2023-2024 Board.
- Need to present a compensation request for proposal to the GM by the time of the April Board meeting.
- Discussed adding the Board signing a confidentiality agreement as a step in the Charter and adding this step to the blueprint.

Committee Assignments

- Asked for volunteers for the GM Compensation Committee
Volunteers: Josh Collier, Summer Alston, Kim Ionescu
- Asked for volunteers for the Nominations and Elections Committee
Volunteers: Lenore Hill, Donna Frederick, Anwar Simon, and Kim Ionescu

Voting

Approvals voted on, with the caveats of timeline changes based on the moving of the Annual Meeting, and on the GM Compensation Committee obtaining confidentiality agreements for the Board members. Need to revisit and confirm these changes at the May Board meeting.

Motion to approve: I'll move to approve the Nominations and Elections Committee Charter: Josh

Second: Anwar

Ayes: Summer Alston, Donna Frederick, Lenore Hill, Kim Ionescu

Nays: None

Abstentions: None

Motion to approve: I move to approve the GM Compensation Charter: Anwar

Second: Summer

Ayes: Josh Collier, Donna Frederick, Lenore Hill, Kim Ionescu

Nays: None

Abstentions: None

Board Self-Monitoring Survey – C2: The Board's Job

- Kim will send a quick summary of the Board meeting to Matt for the Co-op newsletter. Josh mentioned Raafe used to do a similar thing for the staff members.
- Discussed whether the self-monitoring survey questions were current with the policy register and whether some of the questions should be changed.
- Discussed orientation for new Board members and that these could be improved. This would fall under the Nominations and Elections Committee.
- Is more orientation needed for current Board members? Especially for the current Board, when last year had so much change with Matt onboarding. Donna and Anwar would like more orientation.
- Summer asked that we ask Ben for more thorough notes from the Board retreat and that this would be a good expenditure of his DCM hours.
- Kim will reach out to Ben for a short-form orientation (co-op thinking, policy governance) for current Board members.

Upcoming Events, Reminders, and Action Items:

- Plant event next week, Matt will get details and let the Board know.

Meeting Adjourned: 8:53 pm