

**La Montanita Food Cooperative
Board of Directors Meeting Minutes
December 16, 2014 – 5:30 pm**

Board Present: Marshall Kovitz, Ariana Marchello, Martha Whitman, Lisa Banwarth-Kuhn, Jessica Rowland, Leah Roco, Tracy Sprouls, Jeff Green

Board Absent: Jake Garrity, Rosemary Romero

Also Present: Jennifer Cornish (facilitator), Deborah Good (admin assistant), David Hurley (research assistant), Terry Bowling (general manager), John Mullé (staff), Robert Tero (staff), Isaura Andaluz (member)

The meeting started at 5:32 p.m. at the Immanuel Presbyterian Church in Albuquerque. Jennifer Cornish facilitated and Deborah Good took notes.

1. Welcome – food & refreshment

Issues Raised: All present introduce themselves.

Actions Taken: None

Actions Required: None

2. Approve the Agenda

Issues Raised: Ariana moves and Leah seconds to approve the agenda.

Actions Taken: The agenda is approved unanimously.

Actions Required: None

3. Member Comments

Issues Raised:

- Isaura Adaluz, a co-op member, presents a letter to the board and summarizes its contents:
 - She has been a member for more than 30 years. She has worked in native seed collection and is launching a seed breeding class statewide.
 - She was upset to see that La Montanita's CDC does business with Navajo Pride (NAPI) because NAPI produces genetically engineered crops including corn, and sells to large corporations like Pepsi.
 - NAPI and the New Mexico Chile Association are responsible for lobbying that has ultimately hurt local native chile farmers. The Chile Association has created a certification for "New Mexico chile" that is difficult for small chile farmers to achieve, and has lobbied for legislation that is significantly limiting the ability of small farmers to market their native chiles.
 - Genetically engineered chile is a problem because of the likelihood of contamination to organic chile farms, which could result in a loss for farmers. These farmers save their seeds, it is impossible to clean out genetically engineered chile seeds.
- Isaura will email the letter to bod@lamontanita.coop so it can be distributed to all board members.

Actions Taken: None

Actions Required: None

4. Consent Agenda

- a. Board Minutes - November 2014
- b. Member Engagement Meeting Minutes – December 2
- c. 2014 Election Report – Ariana

Issues Raised: Marshall moves and Tracy seconds to approve the consent agenda.

Actions Taken: The consent agenda is approved unanimously.

Actions Required: None

5. Farewell to Jake, Welcome Jeff

Issues Raised:

- The board recognizes Jake for his term of service on the board and his contributions to Member Engagement Committee. They also acknowledge his work at Gallup store.
- Those present sign a card, which will be sent to Jake, and there is a cake in his honor.
- The board welcomes Jeff Green as the newest Board member.

Actions Taken: None

Actions Required: None

6. Management Monitoring Reports – Asset Protection X5.0-5.2, GM Succession X7.0 - 7.1

Issues Raised:

- Martha moves and Ariana seconds to approve the report.
- General manager:
 - Leadership team is improving metrics for managing inventory.
 - New register paper will be BPA and BPS free, and will include a marketing plan when the stores start using it.
 - This report is on insurance, conflict of interest, and also the succession plan which remains the same as last year. We have good experienced successors in place.
- Discussion:
 - Two comments for the Checksheet:
 - The Board appreciates the data provided on conflict of interest at the store level, as requested by the board last year.
 - The Board appreciates the data and the illustrations used to convey the breadth of information this report requires.
 - Do you use a risk management consultant? Yes. Every two years, a consultant comes from the insurance carrier to do site visits of each store.
 - Our workers' compensation data is very positive, reflecting remarkably few accidents.
 - More of our small producers than you might expect are insured, which is important. We provide guidance to producers who need it.
 - The board supports and encourages the general manager in his involvement with the National Cooperative Grocers (NCG) Board. The general manager also values the experience.

Actions Taken: Monitoring Report passes unanimously

Actions Required: None

7. Board Functioning – All

Issues Raised:

- Upcoming training events:
 - This Saturday, Board officers and new member will meet for an orientation.
 - January 24: Those who haven't taken it are encouraged to participate in the CBLD 101 Training. Other Board members are invited to attend the Leadership Training.

- Board Retreat is scheduled for Saturday, February 7.
- Newsletter articles are needed for early 2015. This will be discussed at the Board Development Committee meeting tomorrow.
- The Board had a presence at the Nob Hill store during the Twinkle Light Parade. The two board members reported positive interactions with people who came through the store.
- Committee Meetings
 - Member Engagement: January 26, 5:30pm at the church
 - Board Development: December 17, 5:30pm at Martha's house
 - Finance: December 18, 5:15pm at the CDC
- State legislative session is coming up next month. Board members can write proposals and post them to Basecamp one week before the monthly board meeting if they think the Board should speak to an issue. Then the issue would be discussed during the meeting as an agenda item.
 - Co-operative management does speak to some legislative issues by, for example, signing on to petitions. A board member expresses interest in learning more about the co-op's involvement in efforts to influence policymakers.

Actions Taken: None

Actions Required: None

8. Board Study – Orientation – Board Resources & Website – Martha & Ariana

Issues Raised: See Appendix A

Actions Taken: None

Actions Required: None

9. Administrative Assistant Duties

Issues Raised: Tasks will be added to the Ongoing To Do list in Basecamp:

- Deborah to prepare the Second Half of R report for the January meeting.
- Deborah to write an article for the Co-opera
- Deborah to check whether the Calendar is accurate in stating that the next self-evaluation should be posted in January (she thinks it should be posted by the February meeting instead).
- Deborah to update the roster per the Board Officer Slate proposal and election results and send it to appropriate parties.
- The Board Development Committee to discuss further options for having the board spend more time discussing policies beyond scoring them on the self-evaluation. This is on the agenda for tomorrow's meeting.
- Deborah to get in touch with JR Riegle about website training if needed.
- Deborah to delete 2011 documents on Basecamp, as the Board keeps documents for only 3 years.

Actions Taken: None

Actions Required: None

10. Meeting Evaluation

Issues Raised: No comments

Actions Required: None

11. Next Meeting Agenda Construction

Issues Raised:

- Review the Second Half of R Self-Evaluation
- Finance Committee presentation during the Board Study

Actions Taken: None

Actions Required: None

12. Adjourn Regular Session

Issues Raised: Martha moves and Tracy seconds to adjourn.

Actions Taken: Meeting adjourns at 7:41pm.

Actions Required: None

ATTACHMENT A: BOARD STUDY

La Montanita Food Co-op
Board of Directors Meeting – December 16, 2014

Topic – Board Resources and Website

Led by: Martha Whitman and Ariana Marchello

Goals for discussion:

- Remind the Board of resources, contacts, and significant institutions
- Orient the Board to Basecamp, the new project management software that will replace Sharepoint

Resources

- National entities:
 - National Cooperative Grocers (NCG) is a cooperative of cooperatives, providing cooperatives with larger-scale buying power.
 - NCG produced LEADer study materials, which are all available at www.cooperativegrocer.coop.
 - CDS is a consulting cooperative. Art Sherwood is our consultant. The CDS website (www.cdsconsulting.coop) hosts a well-vetted library. The consultant can also serve a research support role.
 - The Cooperative Grocer Network (CGN) is a website with discussion groups and a less well vetted library. It is a peer-to-peer environment that was developed when not much else existed in terms of support for cooperatives. CGN publishes the *Cooperative Grocer* magazine.
 - National Cooperative Business Association (NCBA) is a lobbying organization with more focus on credit unions, and less on food co-ops. La Montanita is not a member.
 - NCBA has an annual conference for general managers and board members. This year's conference is June 11-13, 2015, in Boise, Idaho. Four board members can go, all expenses paid.
- La-Montanita-specific resources:
 - Immanuel Presbyterian Church has been very generous with its space. Deborah is the liaison for reserving a room at the church for committee meetings.
 - Because time is running short, Martha encourages all board members to read about additional resources independently.

Basecamp

- Basecamp is the location for Board collaboration, sharing of documents, and keeping track of tasks and events.
- We keep most documents for three years and some documents for longer.
- Basecamp allows you to organize all items (files, calendar events, discussions, to-do lists) by “projects” (replacing our folder system on Sharepoint).
- The agenda and “Board packet” documents will be posted one week before the meeting in the “Board Meeting” project. Following the meeting, Deborah will sort the documents into the appropriate projects, leaving the Board Meeting project empty for the next month's meeting.
- As much as possible, everyone should save documents to Basecamp as PDFs (also saving Word versions when appropriate) because Basecamp allows users to view PDFs without downloading the documents.
- Questions? Ask Deborah or Ariana.

- If you have a reason to add a new project, check first with Deborah or Ariana.
- Use the discussion function in the Newsletter Articles project when vetting newsletter articles.
- Use the discussion function in the Co-opera Articles project when vetting Co-opera articles.
- Start discussions in the most appropriate project for the given discussion. If there is no appropriate project for your discussion, start your discussion in the Board Meeting project.
- Via the Albuquerque Bernalillo Libraries website or through UNM or CNM, you can access Linda.com, which has short tutorials on using Basecamp.