

**La Montañita Food Cooperative
Board of Directors Meeting Minutes
December 15, 2015 – 5:30 pm**

Board Present: Ariana Marchello, Marshall Kovitz, Lisa Banwarth-Kuhn, James Esqueda, Jessica Rowland, Tammy Parker, Greg Gould, Courtney White (by phone)

Board Absent: Tracy Sprouls

Also Present: Dennis Hanley (General Manager), John Mulle (outgoing Interim GM), John Heckes (CFO), Deborah Good (admin assistant), David Hurley (facilitator), Jeffrey Hertz (research assistant), Michelle Franklin (staff), Sharret Rose (staff), Dave Payne (staff) Valerie Smith (staff), Martha Whitman (staff), David Ritchie (finance committee), Peter Chestnut (finance committee)

The meeting started at 5:50 p.m., following Board photos, at the Immanuel Presbyterian Church in Albuquerque. David Hurley facilitated and Deborah Good took notes.

1. Welcome

Issues Raised: All present introduce themselves.

Actions Taken: None

Actions Required: None

2. Approve the Agenda

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

Actions Taken: The agenda is approved unanimously.

Actions Required: None

3. Member Comments

Issues Raised:

- Board has received a number of emails related to the patronage dividend. Some needed further explanation on how the dividend is calculated. Others requested that their dividend check be mailed to an address to which they had moved out of state.
- Board also received an email asking if a La Montañita store might open in Socorro. Board responded that while we are unsure about opening a new store in Socorro, La Montañita does provide support services if there is a group in Socorro that is interested in starting a co-op.

Actions Taken: None

Actions Required: None

4. Consent Agenda

- a. Board Meeting Minutes (November 17, 2015)
- b. Board Development Committee Minutes (December 2, 2015)
- c. Finance Committee Minutes (December 9, 2015)
- d. 2015 Final Election Report

Issues Raised: Lisa moves and Jessica seconds to approve the consent agenda.

Actions Taken: The consent agenda is approved unanimously.

Actions Required: None

5. Welcome New GM and Board Members

Issues Raised: The Board welcomes two new Board members, Courtney White and Greg Gould, and the new GM, Dennis Hanley. The Board also recognizes John Mulle for his service to the co-op as interim General Manager.

Actions Taken: None

Actions Required: None

6. GM Assessment and Support Proposal

Issues Raised:

- The CDS Consulting Co-op is providing a new service for assessment and support of new general managers, especially those new to the co-op model. La Montañita's new general manager has agreed to receive support from a consultant.
- The consultant is TBD. The Board will talk more with that person before committing.
- The goal is that the consultant support the GM and the co-op in adapting to find good fit and establish a shared culture.
- Marshall moves and Tammy seconds to approve the proposal.
- The GM shares that he is excited about this possibility.

Actions Taken: Proposal is approved unanimously.

Actions Required: None

7. Board Study/Orientation – Board Resources and Basecamp

Issues Raised: See Appendix A

Actions Taken: None

Actions Required: None

8. Board Functioning

Issues Raised:

- a. Year-end housekeeping
 - Deborah will check in with the church for an updated contract.
 - Marshall will provide a gift for the church.
 - Deborah will update the Board and Staff roster.
 - Tracy is the contact for the Board's attorney.
 - Ariana will continue to monitor the Board's email.
 - Lisa will be the contact for the co-op membership director.
 - Ariana is preparing the Board's Board for the stores.
- b. Self-evaluation due. Deborah will send a reminder to a Board member who has not yet completed it.
- c. Upcoming committee meetings
 - Board Development – January 13, 5:30pm, at the church

- Member Engagement – January 11, 2016, 5:30 at the CDC
- Finance – January 5, 5:15pm at the CDC

Actions Taken: None

Actions Required: None

9. Task List

Issues Raised: Tasks will be added to the ongoing to-do list in Basecamp:

- Deborah to write Co-opera article.
- Deborah to prepare the Self-Evaluation Report for the Second Half of R Policies.
- Deborah to type up notes from the co-op cafes.
- See “year-end housekeeping” under Board Functioning above for other tasks.

Actions Taken: None

Actions Required: None

10. Meeting Evaluation

Issues Raised: None

Actions Taken: None

Actions Required: None

11. Next Meeting Agenda Construction

Issues Raised:

- Financial Review presentation for the Board Study
- Self-Evaluation Survey Report
- Member Engagement:
 - Begin planning Earth Day
 - Begin planning Retreat
 - Discuss questions for the Member survey

Actions Taken: None

Actions Required: None

12. Adjourn Regular Session

Issues Raised: Ariana moves and James seconds to adjourn.

Actions Taken: Meeting adjourns at 7:21pm, followed by an executive session.

Actions Required: None

ATTACHMENT A: BOARD STUDY

La Montañita Food Co-op

Board of Directors Meeting – December 15, 2015

Board Study/Orientation – Board Resources and Basecamp

Facilitated by: Ariana Marchello, Board President, and Deborah Good, Administrative Assistant

Board Resources

- CGN – Cooperative Grocers Network
 - Formed because co-op general managers needed a place to share information and best practices
 - Contains libraries of documents for GMs as well as Board members
 - Hosts a compendium of industry financial statistics
 - La Montañita is a member, and board members and board research assistant are subscribed and have access to the resources available.
 - Individuals create their own password when they log in for the first time.
- NCG – National Cooperative Grocers
 - La Montañita is a member of the NCG Western Corridor
 - Produces an e-zine called *The Leader*. Board members are subscribed and will receive this by email.
- NCBA – National Cooperative Business Association
 - Cross-sector association of cooperatives (not just grocers)
 - International network
 - Cooperative advocates at level of U.S. federal government
 - Organizes an annual conference called CCMA – Consumer Cooperative Management Association. We usually send about eight people to CCMA every year, including the GM. This year it will be taking place in Amherst, MA. This is a very valuable and inspiring event to attend.
- CDS – Cooperative Development Services
 - Provides CBLD 101 – an introductory training on cooperatives
 - Organizes cooperative cafes
 - Consulting services – Art Sherwood is our consultant and will help facilitate the Board Retreat in March.
 - Produces the *Cooperative Grocer* magazine, which GM brings to Board meetings for distribution once a month. Most of the back issues are archived online.
- Immanuel Presbyterian Church
 - This is the location for the monthly Board meeting and often for committee meetings as well. Rooms are often available on short notice. The monthly Board meetings are scheduled a year in advance. Other meetings are scheduled, as needed, by Deborah, the Board's administrative assistant. Let her know if you need space reserved. The Board Vice President is the official liaison to the church.

- Whitney Warner is the attorney and assists with HR issues related to the Board’s employment of the GM. Vice President is our liaison with Whitney. GM has a different attorney to advise on all other personnel issues.
- Peter Chestnut and David Chestnut – Helpful source of guidance for co-op Board as members of Finance Committee and long-time co-op members.
- Co-op staff support the Board in a variety of ways, including:
 - Sharret Rose – Human Resources
 - John Heckes – CFO (among many other things, assists with filing the gross receipts tax)
 - Robin Sydel – Membership (includes newsletter, elections, events and conferences)
- *Co-opera* is a monthly newsletter for staff; board writes a regular report on the Board meeting and other Board news
- Administrative assistant – Deborah Good, employee of the co-op, but receives direction from the Board.

Basecamp

- Basecamp is an online platform the Board uses for sharing and storing documents, discussing issues, and keeping track of tasks. In many cases, it supplants the need for long email conversations. Basecamp is a one-stop for all Board messages and materials.
- Section 7 of the Board Handbook provides an orientation to Basecamp. Deborah reviews this document and responds to questions.
 - Board members should make sure they know how to access three Basecamp projects in particular:
 1. Board Meeting – Board members are responsible to review all documents posted in this project before the Board meeting. All materials are posted one week before the meeting.
 2. Executive Session – Board members are responsible to review all documents posted in this project before any Executive Session.
 3. Board Handbook (current) - This project is where all sections of the Board Handbook are stored, including the Board Policy Manual, the annual Calendar, Board and Staff Rosters, and other helpful documents.
- The Help section of Basecamp also has helpful instructions and videos.
- Deborah is available to answer questions. Feel free to email or call her.
- Anyone who needs further assistance in using Basecamp should request a one-on-one training with Deborah.