

**La Montañita Food Cooperative  
Board of Directors Meeting Minutes  
December 20, 2016 – 5:30 pm**

**Board Present:** Lisa Banwarth-Kuhn, James Esqueda, Tammy Parker, Gina Dennis, Greg Gould, Chad Jones, Elise Wheeler, Marissa Joe

**Board Absent:** None

**Also Present:** Sylvanna Seydel (Member-Owner-Staff); Tsiporah Nephesh (Member-Owner); Zeke Mentillo (Staff); Elizabeth Chestnut (Member-Owner); Peter Chestnut; Sterling Grogan (Member-Owner); Ann (Member-Owner); Howard (Member-Owner); Ros Dixon (Member-Owner); Jason Trant (Member-Owner-Staff); Robert Weilleux (Member-Owner-Staff); Karolyn (Member-Owner-Staff); Sharret Rose (Member-Owner-Staff); Ariana Marchello (Member-Owner); Heidi Anderson (Member-Owner); Linda Friedman (Member-Owner); Barbara Armstrong (Member-Owner); Michelle (Staff); Thomas Cameron (Member-Owner-Vendor); Susan McAlister (Member-Owner); Martha Whitman (Member-Owner); R. Saydee (Member-Owner-Staff).

The Board of Directors meeting started at 5:30 p.m. at the Indian Pueblo Cultural Center in Albuquerque. Jennifer Cornish facilitated and Tonja Heller took notes.

**1. Approve the Agenda**

Issues Raised: 1. Chad moves and Lisa seconds to approve the agenda.  
2. Gina Moves to vote on officer slate after member comments  
Elise Seconds

Actions Taken: 2. Open for discussion

**Discussion:**

Per the slate Tammy was elected president; Greg was elected Vice President; Lisa was elected Secretary-Treasurer.

Sitting board members voted the new slate before the new board members were seated. This consent never happened. It was made clear by email that Gina did not agree and did not want this.

It's been in policies for at least 12 years that slate is set before the new member are seated. This has been done in previous years. It was supposed to happen in November.

No change in leadership – implies you can keep old leadership when there is new leadership – inappropriate to decide in advance who the president is before. Elise read the bylaws. She did not see where these are located will do another search.

It should have been put on the agenda for discussion to instill a greater amount of trust in member-owners and the coop – wants to vote tonight, as the new board, about who the slate of officers is. – Slate of officers have already been approved by

the sitting board prior to this one. we have sitting officers now.

Greg – experiencing a level of fear – fear is driving the decision-making process, driving the way we are negotiating with each other – hopes and desires to come to understand we are not a divided community. We need to find a way of communicating with each other, fear is making us crazy. Important we're neighbors requesting civility attitude where we can move forward this fear is unacceptable, unnecessary. Regardless of disagreements we need to find a way reconcile, focus on intention so we can be successful

Officer slate was done in November board meeting amongst member owners – this can be done in private, being accomplished in public meeting wouldn't make sense to start doing that in front of member owners.

Article 3.1 of the bylaws – states that it is to be done at the board meeting. Board meetings do not happen in an email chain. This process violated bylaws. Gina objected, this item cannot appear on the consent agenda; it must be an item after the member comment. Wants the officers slate to be struck out of the consent agenda and vote on new officers per Roberts Rules.

The slates were approved a month before the election. This should have been done in October. This has been the practice for years following the meeting of the election – wants revisit this practice for next year.

## **2. Consent Agenda Review, Introduce New Directors**

There is no consent agenda because that consent was already voted on prior to the meeting.

## **3. Member Comments**

1. David Richie/Peter – has been attending monthly board meetings for 30 years – Offering to train new members who may not be familiar with annual financial
2. Martha: is past board member. Urges to work with wisdom; not feelings. The by laws and policy – modified rules of order – there is a lot of historical wisdom building for 40 years.
3. Marta: has been a member for 9 yrs. Presented the board with a petition about the voting process. She believes that Gina did not represent herself as TBTC and questions her ethical integrity asking for a revote. Wants to take her vote back.
4. Silvana: experiences extremely abusive behavior from TBTC, vocally opposed will not be subject to retaliation because of it. Questions that there is a member on the board who clearly broke code of conduct and wants her off the board.
5. Malvid: is a previous board member, great full for current members – advised against the election of officers by the sitting member.
6. Jerry: has been working for the coop for 11 yrs. Had to find help for retaliation – shifts changed at work, wage discrimination, has posted 12 notices in nob hill store.

7. Heidi: concerned that the October meeting minutes are not accurate, did not approve her name to be listed in the minutes.
8. Denise: is a lifetime member. She is concern that the new members did not attend orientation and that it snubs the whole point of the board. Believes that attendance is required. Believes that new presidency should have a year to learn the policies and procedures of the board.
9. Carrie: is a member-owner-staff. She welcomes the new board members and thanks the old members. Believes the produce is better in flavor. Her shifts have been getting cut. She has been getting text messages to show up for her shifts 2 hours later than scheduled for 3 weeks in a row. She has been using PTO to cover hours that are getting cut. Hasn't had a vacation in a year earned 35 hours of PTO. She is concerned about decisions and why.
10. Asked about the cost of take back. Wants to know why is hostility is in the room. We're all supposed to be working together. ABQ VA hospital ranked 10 worst in the nation. The Veteran's Farmer Project has been working with Colorado, sharing peaches with the coop for several years. Addressing the new board members, if you knew you were going to be on the board, why didn't you read the rules? If your elected, then you should know the rules.
11. Dorothy: thanks the board for unanimously agreeing to take the slate off of the agenda and being transparent and for doing it in public.
12. Jerry: Staff member was placed on a 5-year probation and would be considered whether it would be taken off within a year; states that this is extreme. Concerned about the violations committed by the Coop. He believes that senior management has special rules and wants the reprimanded.
13. Chris: has been a vender to Coop for 17 years. This is his first board meeting. He wants to know what the thoughts are about the Westside Coop. He has heard rumors about closing it and wants the board to see the customers that are going there. It serves Rio Rancho, Placitas. They want the board to look at the numbers before they think about dropping it.
14. Becka: She has worked at Nob Hill for 12 years but not consistently due to other job. Produce has changed and is holding upper management responsible for decisions – workers are paying for the bad decisions.

#### 4. **Officer Slate**

- Issues Raised:
1. Lisa motions to approve the current slate; Tammy seconds
  2. Gina motions to discuss and amend the slate to be done in public meeting; Chad Seconds

- Actions Taken:
2. Open for discussion

#### **Discussion:**

Greg wants to serve as Vice President no other capacity;

Lisa Secretary/Treasurer;

Tammy Vice President.

Current officers have familiarity with the office. The new members did not go to the orientation which contains more information than just the policies and bylaws; understanding the contracts.

New nominations discussion: Elise for President, Greg for vice president; Gina wants to be Secretary; Chad for treasurer. The board needs Continuity. It is important mixing the new and old.

**New nominations:**

President: Tammy, Elise

VP: Greg

Secretary: Lisa, Gina

Treasurer: Chad, James

**VOTES:**

President: Tammy 4; Elise 4 – Not filled

VP: Greg; Unanimous

Secretary: Lisa 4; Gina 4 – Not filled

Treasurer: James 4; Chad 4 – Not filled

Empty seats need to be filled by next meeting.

Greg: this is the decision he was hoping for. This is an opportunity to get to know each other. He didn't feel this was going to be a critical decision now. We need to work together over the next month. Will be placed on the agenda for the next meeting.

Greg: proposal was submitted for grievance volunteers to be involved, a part of the process.

**5. Management Monitoring Report– X3 Financial Conditions Annual, X5–Asset Protection**

Issues Raised: James motion; Tammy second

Actions Taken: Passes 5 yays: 2 nays

Actions Required: none

**Discussion:**

The Giving Tree: owners, member, customers, etc... produced 450 gifts. A few hundred given for the Homeless shelter. Something to be proud of. Made as donation by coop by member/owners – some cases give money/gifts.

**6. Board Functioning**

a. Self-Evaluation reminder:

**Discussion:**

- Should be completed and posted. Not all members have complete the self-evaluation survey.

- Gina: The line of questioning is like a standardized test. She did not complete. Wants to change to basic format to simple questions to self-evaluate strengths and weaknesses. As it's set now it is overly complex.
- It is set to help the understanding of policies.
- Chad, as new member, wants to learn how to implement, functioning of coop, listen, respond in timely fashion, how to conduct differently, recent years not working.
- Rely on each other.
- James: we can over complicate however we like to. As a member, how do I view the policy. Work is done in committees. It is up to members how to utilize it. He does not understand this policy. Do not over complicate the process; it is up to the board in committee. Deliberate and objective with policies in place. Brought some of the best answers forth. Gina: not all of the committees are open to members. This needs to change. Need to open them.
- Lisa: look at the policies that apply to the board; if you think it a piece of crap rate it a 0. Make a comment. B policies you can see how it effects other policies. Amend to whatever those policies are and the board is supposed to think.
- There is no obligation to complete the self-evaluation.
- James: Proposed to have strengths and weakness self-evaluation and procedure evaluation.

b. Upcoming committee meetings

- Board Development:  
January 4, 2017 at 5:30 pm at the Support Office
- Policy Development:  
January 5, 2017 at 4:00 pm at the Support Office
- Finance Committee:  
January 9, 2017 at 5:30 at the Support Office
- Member Engagement:  
January 10, 2017 at 5:30 pm at the Support Office
- Nominations and Elections:  
January 13, 2017 at 5:30 at the Support Office

**Discussion:**

- Some people don't know what the committees do in detail so they don't go.
- An Employee Committee should be created. Need to create a proposal and present to the Board.

**7. Task List**

Not discussed

**8. Meeting Evaluation**

Not discussed

**9. Next Meeting Agenda Construction**

Not discusses

**10. Adjourn Regular Session**

Issues Raised: James motion; Tammy second

Actions Taken: Pass unanimously

Actions Required: None