

**La Montañita Food Cooperative
Board of Directors Meeting Minutes
January 19, 2016 – 5:30 pm**

Board Present: Ariana Marchello, Tracy Sprouls, Marshall Kovitz, Lisa Banwarth-Kuhn, Courtney White, Greg Gould, James Esqueda, Jessica Rowland, Tammy Parker

Board Absent: None

Also Present: Dennis Hanley (GM), John Heckes (CFO), Deborah Good (admin assistant), Jennifer Cornish (facilitator), Michelle Franklin (staff), Sharret Rose (staff), Valerie Smith (staff), David Ritchie (finance committee), Peter Chestnut (finance committee), Mark Lane (staff), Elizabeth Chestnut (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

Issues Raised: All present introduce themselves.

Actions Taken: None

Actions Required: None

2. Approve the Agenda

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

Actions Taken: The agenda is approved unanimously.

Actions Required: None

3. Member Comments

Issues Raised: None

Actions Taken: None

Actions Required: None

4. Consent Agenda

a. Board Meeting Minutes (December 15, 2015)

b. Finance Committee Minutes (January 6, 2016)

c. Member Engagement Committee Minutes (January 11, 2016)

Issues Raised: James moves and Tammy seconds to approve the consent agenda.

Actions Taken: The consent agenda is approved unanimously.

Actions Required: None

5. Proposal: Revision of Executive Limitations policy X7, Executive Succession

Issues Raised:

- Ariana moves and Jessica seconds to approve the proposal.
- Finance Committee chair:

- While our financial policies are more detailed, many of our other policies are general, allowing the GM to make a reasonable interpretation in his implementation of each policy.
- This proposal states that the succession policy will be revised to be more specific in order to ensure good communication with successors. The GM will meet monthly with the named successors.
- Discussion:
 - Board member asks what measures could be taken to ensure a GM's computer files can be accessed. Response from others: Files should be backed up regularly onto the server.

Actions Taken: The proposal is approved unanimously.

Actions Required: Deborah will revise the policy

6. Proposal: Member Engagement Proposal – Lisa

Issues Raised:

- Ariana moves and James seconds to approve the proposal.
- Member Engagement Committee chair:
 - Education was a key theme that arose at the Co-op cafes.
 - The Member Engagement Committee discussed idea of making Board Studies more accessible to members. This would involve publicizing the Board Study, and also doing Board Study at a different time (a change in the order of the agenda).
 - We would start this in March, try it for a six-month trial, and then re-evaluate.
- Discussion of *idea*:
 - This is a good idea. It is a “low-hanging fruit” approach to addressing members interest in more educational opportunities.
 - If the Board Study precedes the rest of the meeting, would Board members be tired for the business portion?
 - Hearing from members could be energizing.
 - How would we get the word out? Marketing department, email blast, social media
 - Consensus that this is overall a good idea.
- Discussion of *time*:
 - Better to have the Board Study at the beginning as far as flow of people in and out of the meeting.
 - Easy for people to come directly after work if we do it at 5:30.
 - Decision: 5:30-6:30pm
- Discussion of *food*:
 - Idea is that Board members can request and pick-up brown bag dinners from the Nob Hill deli. Members could potentially also order brown bag dinners, but pay for them.
 - Concern: Brown bags do create a large amount of waste.
 - Perhaps if we allow an RSVP option, then we can offer a discount to those who register.

- Dessert will be offered at the Board Study.
- Decision: First six months, brown bags will be offered to Board members and staff. Members will be encouraged to buy something at the Nob Hill if they wish before attending.

Actions Taken: With these clarifications, the proposal is approved unanimously.

Actions Required: None

7. Management Monitoring Report - X3 Financial Conditions

Issues Raised:

- Marshall moves and Tracy seconds to approve the report.
- General Manager:
 - The Administrative Office is now called the Support Office.
 - What do we stand for? (Department Team Leaders came up with these previously and shared them with the GM, who wants to ensure all staff know them.)
 1. Awesome food, products, and service.
 2. Integrity in all we do.
 3. Community growth and empowerment.
 - GM is proud of the La Montañita team. They have positive attitudes, passion, and heart.
 - The organizational culture is good, but re-emphasizing key values and principles is important, as is installing an accountability culture in a fun way. Making money is important so we can make a difference in the community.
 - GM recognizes the contribution of CFO to today's financial report on quarter one. He reviews key financial indicators, including balance sheet, debt-to-equity ratio, operating income, and comparisons to budget and to last year.
 - GM highlights several initiatives underway, the following among them:
 - Hiring an Operations Director; position is posted.
 - Hiring a Store Team Leader for the Nob Hill location; position is posted.
 - Pricing strategy that will reduce cost for customers, focused on produce.
 - Leveraging NCG and UNFI relationships.
 - Training and developing staff
 - Discussion:
 - Board member says that La Montañita has a reputation as being more expensive than the competition. Reducing prices and getting the word about that to non-members will be important. The radio ads are a good idea.
 - Board appreciated the report. Administrative Assistant will note the following comment on the GM Monitoring Checksheet: "Board appreciates the detail in the written and verbal reporting, and the understanding of what is going on."

Actions Taken: The report is approved unanimously.

Actions Required: None

8. Board Study – Annual Financial Review

Issues Raised: Notes from this presentation are available to members upon request.

Actions Taken: None

Actions Required: None

9. Board Functioning

Issues Raised:

- a. Board Self-Evaluation of the 2nd Half of R Policies
 - Scores on the Self-Evaluation meet the required minimum.
 - New Board members have not yet encountered a number of these R Policies because we did not have a GM. Reading through these policies, and becoming familiar with them, is still an important practice for all Board members. The self-evaluations is the mechanism for ensuring that all Board members do read every policy over the course of the year.
 - How should new Board members score policies that they are unsure about as they have not yet encountered them? Deborah will change the N/A option to “Unsure.” These responses will not be averaged into the Board’s overall score.
- b. CBLD 101
 - This training is on “Co-op Board Basics.” Ariana sent out an email with details. Let her know if there are questions.
- c. Upcoming Committee Meetings:
 - Member Engagement – 2/22, CDC 5:30pm
 - Board Development – 2/24, church, 5:30pm

Actions Taken: None

Actions Required: None

10. 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 Survey for the First Half of B Policies.
- Deborah to update policy based on proposal approved today.

Actions Taken: None

Actions Required: None

11. Meeting Evaluation

Issues Raised:

- Presentation from the Finance Committee was excellent.

Actions Taken: None

Actions Required: None

12. Next Meeting Agenda Construction

Issues Raised: None

Actions Taken: None

Actions Required: None

13. Adjourn Regular Session

Issues Raised: Tammy moves and Greg seconds to adjourn.

Actions Taken: Meeting adjourns at 8:23pm, followed by an executive session.
Actions Required: None