

Ever'man Board Meeting
January 26, 2015

In Attendance: Lauren, Lynn, Dave, Stephen, Kelly, Lyvonne

Absent: Johnny, JJ, Dawn

*Thalia, William, Joy

*HughEd

Skype with Thane

Meeting started: 6:06pm

Centering: Lynn

Reading of Ends: Dave

Agenda Review: Approved

Minutes Approval for December:

Dawn brought up a change regarding the employee retirement plans

MOTION: Lynn

2nd: JJ

Passed: Unan

Open Forum:

*HughEd brought up clearance items needing prices clearly marked

*Café packaging: print still very small, no weights labeled, also nutrition info (William answered about the time consumption needed for entering the ingredient nutrient info)

*Labels on reduced produce not clear about type (William said not worth the time)

*Grapefruit needs to say pink or white

*Local environmentalist, Mary G., interested in curbing plastic waste, so she had two questions for the co-op

1. would co-op charge for plastic bag

*discussion about what is worse: plastic or paper, about bag library, possible incentive for bringing own bags

*Dawn brought up Lyvonne as new member- she just attended CBLD 101 in Asheville

*Dawn recognized Lauren for the article in Co-op Grocer

*Lauren recognized Stephen for running his first marathon

*Stephen brought up "Perfect Food" product and how great it is

GM Report:

*Deli before construction: was \$11,000 and now \$36,000 a week

-Discussion of deli, bakery, need for more fridge space

*Close to \$12 million for this first year- way above projections

*Matt and William going to meet with New Leaf about expansion help

---their sales are still going down

---currently surrounded by competition

---Lauren asked about Whole Foods coming to Mobile- William also said one coming to Destin

*Sales Tax Audit:

-here two days last week

-had boxes from storage- Joy was well-organized when rep came for paperwork

-Joy also working on review with Warren-Averett

-Due to bank loan, we have to do reviews every year, unless year we do an audit

*Signage: local artist doing a mural near produce section

-over meat/cheese area, sticker of a mural

-Lauren suggested press opportunity

-William will email us when the painting will be happening

*More seating for outside

-new bike rack

-new concrete tables

-possible umbrellas added

*Earth Day coming-

-have event here for Earth Day

-Possible bike ride like we did years ago

-push the charging station

*JJ asked about the property behind our parking lot and if it's for sale

-William will look into

-Definite parking issues

-William reported about employee parking

*Lauren acknowledged the amount of classes

-William acknowledged Maria and her organization and planning

*Business Plan (5 year)- not ready for tonight- merging together all the input from managers- needing more time

B10 Expansion: Dawn asked about the Publix coming to Cervantes

- unclear about exact planning
- William commented that it will be a long time for build
- market study: William plans on one in coming year
- question about how much a market study costs- ?
- MOTION: Lauren
- 2nd: JJ
- Vote: Unan

B Global Constraint:

- MOTION: JJ
- 2nd: Kelly
- Vote: Unan

***Financials:**

- William reported on increase in sales
- Quarterly gross profit report- 29.73% increase
- Quarterly net profit- not quite where we need to be- just about 1% of sales
- Discussion about cash balances and asset protection
- Report on income tax
- Dawn made point about getting money insured

D7- Board Monitoring:

- Lauren brought up issue with attendance of board meetings and computing stipend compensation
- Thane commented: first and foremost important that people show up to make the board work- then there is the compensation piece (many co-ops have minimal compensation) unique problem to have – sometimes it is based on per meeting
- Decide what is fair as a group and agreeing to it
- Thane will look into La Montanita and Green Star
- Dave said he doesn't see it as a problem- Lauren disagreed
- Dawn and Kelly both support pay per meeting
- Kelly said it seems fair and logical
- Stephen brought up committee work and how that affects the stipend
- Thane will look into research
- *Motion on the table- Dawn said
(no 2nd- motion dies)

*2C: Strike the end of it, so that it reads "All directors receive the same discount as the employees"

Motion: Dawn

2nd: Stephen

Also, change spelling on "seating" to "seated"

COMMITTEES:

-Nominating:

Lauren commented that a couple of people have shown interest in being on board, so she encouraged them to apply to have pool of applicants

-Stephen said the committee has met with Maria about it being a rolling procedure

-Executive:

not met

-Re-org:

Lauren will work with Johnny on setting up a meeting before next board meeting

-discussion about articles for newsletter and setting up the timeline of topics

Treasurer Report

-Discussion about board budget- Dawn and Joy will work on finalizing before next meeting

-Dawn received an email from accountant- Dave has said that she can discuss with William

-Question about audit: is it a board or store?

---William commented that an audit is more of the board checking in with an audit to test what is accurate?

-Asked Thane about her opinion

---clarified with Thane that the audit is on the operational budget, but auditors are hired by the board and report to the board

-Looks like \$2500 more this year if we did a review, but a full audit would not be on the board budget due to cost

-William wants to be clear: does GM pick an auditor and recommend to the board or does the treasurer --- Thane said typically the GM does that work- Lauren and William commented that there is not reason to believe that there is not honest situation

---the policies say the treasurer chairs the committee to find

---Board engages the auditor

-Dawn reported about loan covenants requiring a review and even though we have an audit planned, this year has to be review (\$2500 additional)

-Kudos given to Joy for correct and well-done reporting to accountants

-Review of final financial statements still to come

-Accountant surprised that we aren't reviewing statements monthly- he reviewed the board minutes- clarified that we do check-ins monthly

*Budget: Dawn reported that we are through 9 months of our year (75% of our spending) we have spent just about 73% of our budget, but this was without any expense for election this year

---additional expense just spent for Lyvonne to go to training

Dates:

Spring Meeting: June 6th confirmed

Retreat: July 25th

*Plan for dinner the night before with Thane

Membership Meeting Committee:

-Lynn, JJ, Lyvonne

Visionary:

-extra money in board budget

-potential increase in board budget money based on store sales

-Dawn brought up using money on further training (like leadership) and also using money for not-for-profit donations

-Kelly brought up money needed for education about re-organization

-Dave being pragmatic- discussion about how much it affects what we are doing as a board

-Thane weighed in that being at CCMA is being present in the co-op community

-Lauren brought up that she agrees with Thane and that it is a co-op connection and would be great if board members were in same workshops

-Stephen brought up that we are getting into minutiae –

---issue at hand is should we keep same percentage for board budget

---hard to measure the impact of some of the money being spent, like CCMA

---easier to measure creation of not-profit and/or grants

---increasing budget is positive, but board would have to be organized and mature

-Dawn: not in her 9 years on the board have new board member been sent right to training

-Dawn- brought up that it's cheaper to bring someone in to do training

-Lauren – just had idea to have someone come in to do training and then invite local politicians and others to learn about co-ops, cooperative principles, etc. help with re-organization

-William- doesn't want us to be spending money just to spend

MOTION to adjourn:

-Dave

2nd: Kelly

Vote: Unan