

Ever'man Board Meeting

Dec. 8th, 2014

Frankie: resigned (via email)

Present:

- Board: Dave, JJ, Johnny, Dawn, Lynn, Stephen, Lauren, Kelly
- Employees: Maria, William, Joy, Thalia, Matt
- Members: Lois, Hugh Ed, Lyvonne

Agenda Review:

- William said to add discuss dates for retreat and spring meeting

Minutes:

- Approval of October:
Motion: Lynn
2nd: JJ
For: 7
Abstain: Dawn

Open Forum:

- *Lois: spoke about EMF exposure – alerting the board about smart meters
- showed the DVD “Take back your power”- leaving us a copy to watch
- Gulf Power installs this
- if you don't have one already- you can post a notice to not allow them to switch
- she referenced a website with forms and laws and rights accessible for printing
- JJ brought up electrical co-ops
- JJ will borrow DVD first and then email board to let us know it's available for next person

- *Hugh Ed: NPR story about computer back-ups and he says he feels we are doing this correctly
- observation that newsletter lately and coupon ad doesn't reference “organic” very much at all
(William said it's because some things like the Thanksgiving meals weren't all organic)
- issue with discounted food having ingredients covered by stickers
- questions about electric car charging stations (William said they are working on better signage and painting the parking spaces)
- recycling: employees throwing in whole boxes with everything inside
- around noon-1pm parking lot is full- thinking about another store- William acknowledged that there is a lot to do first, but it is being considered
- produce overage and discounted items- William said some of this because of Thanksgiving

***GM Comments:**

-broke \$40,000 -\$42,000 some days during Thanksgiving time (best holiday season as far as customer service, in stocks, signage, etc.)
-comments about holiday plates being great \$13.99- lot of food
-catering discussion: pushing platters/trays
---Lauren asked about box/business lunches- they can do this now
-turkeys: 327 this year- also sold a lot of parts, and hams

*Next event: Dec. 22nd- staff dinner (staff is choosing the style of the meal)

***401K**

-two resolutions

1. to start new one/convert to new one
2. for coming year commitment

(William read these outloud)

---Switching to Hancock Bank from Warren Averett

---effective January 1, 2015

---authorize the officers to execute and deliver

1st Resolution: switch to Hancock Bank

Motion: Lauren

2nd: JJ

Vote: Unan

2nd Resolution: \$80,000 to be moved to new plan for the year 2015

(Dawn asked about whether it should be 2014 or 2015 calendar year) chart in packer needs a correction on amount: the 2014 investment should be \$75,000

Motion: Kelly

2nd: Lauren

Vote: Unan

-Lauren asked about the specifics of how employees are able to cash out their plan
-William explained how this will work- they can do a distribution for termination without a signature- for hardship, they will need officer signature

-JJ asked about matching
(Dollar for dollar up to 6%)

-William explained about fee coverage, and how much extra will be invested
---with new plan, store will pay the base coverage fees and other monies will be billed to the participants (very small)
---profit sharing will still happen for employees

-Review of the documents to confirm figures for 2014 versus 2015

-Letter to be signed to Warren Averret as well – and then soon, a wire transfer of the money

-Dawn asked about report (quarterly?)- new plan will have ability for participants to check accounts online at any time

***Ends Statement**

- Dawn asked about how long ago we created the current Ends
- Thalia answered 2010
- Lauren will email Thane about standard or suggestion about how to approach any changes of it
- Kelly brought up comment about deli food being listed as "local" - discussion about this- not really sourced locally but produced here locally-
- discussion about signage and local farmer signs getting lots of Facebook likes

Motion: JJ

2nd: Kelly

Vote: Unan

***Enviro Stewardship**

Motion: Kelly

2nd: Dave

Vote: Unan

***Board Monitoring**

D4: Meetings

- Dave reminded about meetings being time for board work- thinks we are getting better at it
- Lauren commented on doing more in 2015- like a New Year's Resolution- work harder, answer emails, set time out during the month to do more board work
- Stephen has been reading Carver book about board work- we have agreed on a formal structure and we are using it- the system is functioning but as members we need to take part of the system more
- Kelly suggested that 10 days out from meeting an email thread could be started about topics for vote- discussion, questions- DAVE SAID HE WILL DO THESE EMAILS
- William said sometimes it's hard to answer questions about the past report in the meeting, but better via email- so this system works for him
- Dave brought up that we have obligation to be more responsible at looking at reports
- discussion about TV use in deli seating for announcement of classes
- bid coming for new signage on education center and for board in the store (highlighting classes and education)
- 50-60 classes each month

***Committee Reports**

-Nominating:

---Kelly reported that the committee met with Lyvonne- interview went well- she is being recommended - genuine desire to learn more and to take part in board work- history with the co-op

Motion: Lauren to seat Lyvonne in Frankie's vacant seat--- (needing her to get fingerprinting and William will check in with lawyer) uncontested election, since only three applied

2nd: Johnny

Vote: Unan

***Hugh Ed suggested publicizing whose terms are up to end

-Maria added that marketing department only has black and white photos of board members - update photos when in store

-Dave congratulates Lyvonne, JJ, and Lauren for their seats

-Executive

-Has not met

-Reorganization

-Has not met

-Lauren and Johnny asked about Gary Tringas report (accountant)

-new hire took over for Ray Ray

-Lauren asked about lawyer

---William will sit down with him

-Discussion about our organization – JJ clarified with questions: we are a not-for-profit- we pay taxes- we are not 501c3

-Potentially one word in Florida state law could be changed to recognize “retail co-op”

-discussion about article-

***Board Treasurer Report**

-Dawn called attention to paper copy in board packet- updated version through November

-\$5000 will be extra since we are not having an election

-Board visionary time will be given to discuss how this money could be used

-Dawn spoke with Marvin Beasley about final numbers, tax return

*Full audit: coming next fiscal year- Marvin will be involved in the audit process (William commented that he is actually thinking about looking for new accounting firm- since merger there have been issues with them)

---we have engaged them for the audit

---keep an eye on fees to ensure that merger has not changed them

***Visionary Time**

-for next month: discuss the \$5000

(William and Lauren brought up that we should look at new board training and allocating money to this cause)

-discussion about article concerning co-op

-Kelly brought up that there should be info that we are looking into legal co-op status

-Johnny will email the article to the board for review and Dave will write an intro piece about what status we are now and what our plan might be

-Stephen brought up that Dave could mention that we are starting a year long series on co-ops and co-op history and significance

-Dawn brought up old market study and that we might want to be visioning about 2nd store now since it takes time

---think about the ideas (in a hospital, in a school, satellite store)

-New Leaf is expanding to 2nd store

-Discussion about how to do board visioning

---Lauren talked about talking with managers and staff present about ideas for the coming year (events, education, etc.)

***Date Discussion**

-Membership Meeting- checking community events for May 30th or 1st Saturday in June

-Board members need to come up with 2 weekends in July possible for Thane meeting

***Adjourn**

Motion: JJ

2nd: Stephen

Vote: Unan