

Ever'man Board Meeting

October 28, 2013

Attendance: All board members: Lois, JJ, Johnny, Frankie, Dawn, Lauren, Dave, Lynn Thalia, William, Kate, HughEd, Joy, Belinda, Lauren

Called to order: 7:08 pm

Centering: Lynn

Reading of Ends: Dave

Agenda Review: Lauren brought up that committee compensation is not on there- Lauren will send the info she has compiled to the board and vote will be at December

Approval of Sept. minutes:

Motion: JJ

2nd: Dave

Vote: Unan

Open Forum:

*HughEd: Issues with volunteer process (the sign-up book is kept in the safe, so sometimes it is quite hard to get someone to open it)

---William responded that it is in safe because gift cards are also kept in there.

After expansion, the book will be kept in the locked office (hopefully just one more week)

*Dawn mentioned that staff in store keeps saying that front door will be open in a month or two, not in a week

(William says he has talked to employees many times)

*Lauren asked about update on the volunteer compensation

---Dawn reported that William and she met with Dee from accounting firm- there are many IRS laws, so board consultant, Thane, and the labor attorney from Landrum Staffing will review all the laws to give recommendations on best way to compensate

---Dave asked if there is any idea how long this might take

---Dawn is emailing Thane, William has spoken to Elizabeth at Landrum- He mentioned that we could not expect the Landrum attorney

*Lauren brought up yoga festival happening the weekend of November 15th-

---how can store get involved

---Kate responded that there will be article in next newsletter

---Lauren asked about coupons for people to shop

---William said they will work on this- it's a big weekend since there will be big store reset

*Thalia introduced Lauren (scanning coordinator) - she has been with the store since August

Board Monitoring:

C3: Lauren brought up that we should be considering “reasonable person” reference in #3: not individual opinions

-Lauren asked about a specific issue that came up in closed session that board wanted to look at more frequently (JJ said he thought it was employee training) We will check in on staff treatment at December meeting

Committee Reports:

Nominating: Lauren

Executive: Hasn't met- Dave will be calling meeting soon

Reorganization: Phone meeting on Oct. 30th with the 3 attorneys

Treasurer Report:

Discussion of how financials are prepared for the board to review

---William is not comfortable with them being on Ever'board

---Joy and William request that Excel be used, not Powerpoint. Ratio charts will be also prepared through Excel. The board agreed.

---Dawn wants the info and ratio reports a week in advance

---Dave suggested that treasurer and president get the info via email

Lauren questioned the ratios from pro forma

---Dawn explained that we need the exact ratios and how our sales compare to those

---William will email the information to the board- based on predictions from when the store would open compared to actual dates and how sales are comparing

---William interjected that sales are actually up this past week- he referenced his GM comments to the board- through 1st 21 days of the month sales are down 2.5 %

Motion: Dawn: Approve \$2000 for inventory count and \$2500 specialized review of all construction expenses- a special engagement with Warren Averett

Questions: William: is this a board budget item? Why is this being voted on by board?

Clarification points: We can't do an audit without doing this

2nd: JJ

Questions: Dave asked about the board voting on this

William brought up that is part of the C3 policy- where board can request external review

JJ: reminded that this was Thane's recommendation

Vote: Unan

Dawn asked about why Bank of America is still showing up and not Hancock Bank

---William, Joy, Thalia commented that almost all done with B of A---

---Joy explained that the line description saying Hancock Bank didn't print

---for next time, only retirement account will only be with Bank of America (will say "Savings Account")

Mention that there is hope to moving accounts into credit unions in the future

Lauren asked for clarification in minutes about pro forma figures
---William will email the board

Lois asked about FDIC insured funds
---this is no longer an issue- so William will take it off the report
---William gave info about how accounts will be kept

GM Report:

*Dave clarified the process that the board is trying to streamline meetings, so this month is the time to vote on B3

---Lauren will email the board half way through the month to remind to ask questions

*B3:

Dave asked for motion to approve- no response

---Dave gave feedback that the board has discussed the report and feels like we need to see more long-range planning- less review and more visioning

---Lauren asked about William's vision for the store- even just beyond expansion and through the end of 2014

---Lois mentioned that we are in the middle of a vision: this expansion- so it's premature to ask for long-range plan

---Frankie brought up issues with unprofessionalism- feels that vision is not relevant to B3

---Dawn pointed out that long range planning should include 1 year, 3 years, 5 years typically

---Lauren- offered information from long range planning at Montessori

---Discussion about visioning

*Noted: board needs to do it's work – soon,

---JJ questioned if the board is taking a less strong stance on the report

Motion: JJ: revision of B3 report to provide the board William's vision of Ever'man over the next 6 to 8 months to include action plans

2nd: Lauren

Dave: Motion tabled

Motion: Dawn: Accept B3 under the condition that within 6 months William would provide his vision for the store

(comment: not that we are unhappy with the report per say, but with what is lacking)

2nd: Lois

Discussion:

JJ: Wants record to reflect that passing conditionally doesn't hold enough teeth as not passing it

JJ: clarified that Thane said you can pass a report, fail it or pick middle of road:

Kate: Point of clarity: why did we approve this report last year and now we want something so different?

Lauren,

---Dawn, JJ responded: continuous improvement- want board and GM to improve

William: pointed out that he feels criticized all the time- nothing positive

-Dave apologized for board-

-Lauren mentioned that board is admitting fault

-Frankie recognized that

Motion: Frankie- board makes no individual criticisms- without board support of that

Dave: spirit of that is great- but letter of it would be hard

---not really a motion needed

---Discussion about how his would be very difficult

---Lauren pointed out that Thane has said it's okay for communication to ask questions of William-

---Lauren brought up: Maybe we need to a way to say to each other that we are over the line or not speaking with one voice or William needs to be able to say no to people

---Frankie brought up that there is a suggestion box in the store we can use as members

Motion: JJ- Will revisit B3 over next 6 months with addition of William's vision-
2nd: Lynn

Vote: Unan.

Discussion: board will meet about vision

Lois: pointed out what might do well to meet in January after 2 holiday periods

Lois brought up that it would be impossible for board members to not tell opinions

GM Comments:

-William mentioned a scavenger hunt that was done with employees

-Costume contest and potluck on Wednesday- board is invited

Expansion Update

-William described what will be opening next Tuesday (Nov. 5th)

---colors, temporary placement of produce

---stressful in coming weeks for employees

---complete grocery re-set

* Volunteers needed for Nov. 16th- 22nd to stock shelves

Motion to adjourn: Lynn

2nd: Dawn

Vote: Unan