

**Ever'man Natural Foods Co-op, Inc.
Board of Directors' Meeting
Monday, January 28, 2013 7:00 PM
Ever'man Community Room**

Present:

Dave DeBlander– President
Frankie Cruz– Vice-President
Lauren Southern-Godwin -Secretary
Dawn Vorthmann – Treasurer
Lynn Jackson – Director
Lois Stephens – Director
Johnny Ardis – Director
Maria Pinochet– Director
William Rolfs – General Manager
Robin Tillman – Board Clerical Support

Employees:

Joy Soper
Kate Scanlon
Lawrence Koehler
Belinda M. Carlino
Lyn Sparks
Matt Reasoner
Thalia Lawrence
Mark Nerger

Members:

Joe Trapp
Hugh Ed Turner
Paul W. Coolidge III
Julie Mercer
Ahmed Krichi
Saleem Krichi
Steve Sloan
Will Lee

A. Come to Order

Dave DeBlander called the meeting to order at 7:05 PM.

B. Approval of Agenda

The open forum was moved to occur before the board business.

C. Announcements/Centering

Centering - led by Lynn Jackson.

Reading of Ground Rules and Ends – Lauren Southern-Godwin.

D. Approval of Minutes

Dawn Vorthmann motioned to accept the minutes of December 3, 2012 as revised. Lynn Jackson seconded. **VOTE:** Passed. For: Dave DeBlander, Lauren Southern-Godwin, Dawn Vorthmann, Lynn Jackson, Lois Stephens, Johnny Ardis and Maria Pinochet. Abstained: Frankie Cruz.

E. Open Forum

Member Steve Sloan remarked that long time Ever'man employees are like family to member shoppers. It is distressing to his family and others that Gary Tanger no longer works for Ever'man. Gary was helpful and volunteered to do research for members. If management is too burdened to handle personnel administration, Mr. Sloan blames the board of directors.

Member of thirty-two years, Ahmet Krichi, has deep concerns for the goal of the organization. Caring for people also includes their financial health but food at Ever'man costs more than other stores. He has recently returned from Atlanta where he found prices much better. Mr. Krichi asked that more research is done to find these more competitive distributors. Dave DeBlander requested that Mr. Krichi find the buyer of the departments in question to see if this can be answered with more detail.

Hugh Ed Turner requested a board communication drop box for the customer service area. Lauren Southern-Godwin replied that items can be dropped off at customer service for placement in the board files located there. Next, he would like Ever'man to hire more employees that actually shop at the store. He suggested this be a question on the interview form. William Rolfs replied that it already is.

Will Lee of Perdido Natural Village has 100 acres in which he wishes to create a natural village of like minded people with community gardens, horse trails and nature trails. He would like suggestions on how to get the word to Ever'man members. It was suggested that Mr. Lee place an advertisement in the newsletter. He also left brochures.

Joe Trap doesn't like the circular arrangement of the board table as it causes the attendees to stare at the back of the directors' heads. He is concerned about the change in the green space plans and requested the board considers more solar power and the opportunity for a deli garden and compost pile. The board replied that areas of landscaping will be native plants and herbs. A permaculture professional has offered his services to assist in the landscaping.

F. Board/Continuing Business

Board Self Monitoring: There are questions regarding the clarity of D7: Governance Investment section 2h as well as how it relates to Bylaws 4.5.3 and 3.2.3. These policies govern how many meetings a board director may miss before his stipend is withheld or he is removed from the board. The word "regular" is defined in Bylaw 4.3.1. Lauren Southern-Godwin motioned to change the first sentence of Bylaw 4.5.3 to read "Directors who have missed more than three *regular* Board meetings within a one year period from the time of assuming office shall automatically forfeit their Board position." Dawn Vorthmann seconded. **Vote:** Passed unanimously. This is the first reading of a proposed change of bylaw 4.5.3.

Discussion: Does the one year period begin from the time the director is seated if appointed or from the election cycle? Will the stipend be withheld in the month that the third meeting is missed? Lauren Southern-Godwin will submit a more specific proposal next month.

Fingerprinting: William Rolfs reported that Frankie Cruz' fingerprinting has been completed. However, due to the change in board directors, the alcohol license must be updated. Fingerprinting receipts for five current board members are accounted for so only one more is needed. One of these directors is up for re-election. If not re-elected, this will require updating the license again. William Rolfs will ask the state if this can wait until after the impending election.

Active Duty Military: Can we help? This discussion was continued from the December 2012 meeting. Lois Stephens proposed a bylaw change which would give active military free memberships. Kate Scanlon worked with Lois Stephens in acquiring demographics for her proposal. Lois Stephens feels the military is an important part of our community and should be recognized. Helping them come into the store will also benefit Ever'man. Discussion: Lois Stephens was thanked for reaching out to the community. It was agreed that the military is a special membership but there are others as well. How does Ever'man recognize each membership type without leaving out a group? Free memberships give away voting rights. Reaching out to the military and other special groups is William Rolfs and Kate Scanlon's job. Reorganization would nullify memberships and this work would be for naught. There was also discussion about how other members of the community could possibly be acknowledged (teachers, police, firefighters, etc.).

William Rolfs was tasked with reaching out to the military through marketing. Dave DeBlander asked that more information be acquired about how Ever'man could help the military. This information should be brought to the meeting next month.

Committee Reports:

Nominating Committee: There will be a linkage event with the board candidates and directors on January 30th in the community room. Jennifer Dutton will present the role of the board. It will be advertised in the store, with social media and an e-blast. Candidates were in the store bagging groceries, talking to shoppers and handing out leaflets on January 12th, 19th and 23rd.

Discussion: The reporting calendar dates are off due to election changes. The committee needs to set dates for board approval for next year. The voting ends at 10 am on February 14, 2013 and a decision needs to be made regarding when and how to count and report the votes. Many assumed voting would not end until midnight as the last day yields the most votes but the time has been printed on flyers and in the newsletter. The documents do not mandate a minimum turn around time or that the votes are reported the following day. The paper ballots must also be sent to the online company to correlate with the online voting. Kate Scanlon will contact online voting company to find out about extending the voting time until midnight and to see how late they can be given totals for paper ballots on Friday to be able to get back the final results before end of day Friday.

Executive Committee: Dave DeBlander announced the committee had met. Lauren Southern-Godwin requested directors notify her of changes needed in the bylaws. She

also requested the directors review B8: Treatment of Consumers and send her suggestions for wording. William Rolfs reminded the board that this report is due in March.

Treasurer's Report: The board budget year to date is 74.86% but several large line items have not been paid. The board may go over budget this year but the budget was based upon last year's sales. The projection looks good.

The FDIC extension has expired so some funds are no longer insured. Dawn Vorthmann recommends some funds are moved temporarily so they are insured. She also wishes to see William Rolfs work with C. E. Pugh on a cash budget and construction account. She requests that next month there is a schedule for financial statements review in closed session and more 401k discussion.

G. Manager's Report

General Comments: William Rolfs reported that the managers, assistant managers and administration staff have only one class left with Landrum. They have reported they are pleased with what they have had the opportunity to learn.

Kate Scanlon and William Rolfs met with the mayor to discuss the URAC report and the locations and contributions of Ever'man Natural Health Foods, Apple Market Grocery and Shoreline Food Store and International Deli to downtown Pensacola. They also showed the mayor pictures of the flooding that now occurs since the most current road work.

William Rolfs presented copies of the various recent advertisements and articles on Ever'man. In the process of refreshing Ever'man's brand, Kate Scanlon is collecting many voices from stakeholders. A meeting for dialogue to discover Ever'man's brand from within will be held the first week in April.

Ever'man's groundbreaking ceremony was held January 25th and appeared on the front page of the Pensacola News Journal. Channel 3 ran a story about the expansion. A video recording was not set up but some of the employees obtained videos segments of the speakers.

Jennifer Dutton and Mary Taylor are working with the Pathway for Change Gardening Program one hour per week. They will start helping with homework and nutrition as well.

Deli employee Zac Huffling filmed a cooking segment on WKRG TV 5. It is available on their website.

Ever'man's website now has an expansion blog so members can monitor the progress.

Dawn Vorthmann recommended the "pain" of expansion be rephrased in a positive manner such as the "challenge" of expansion.

B6: Communication to the Board: The requested column has been added to the monitoring report chart. There is also an extended version with the number of votes available in the documents file.

William Rolfs reported that there was extensive discussion regarding using a credit union but only Penn Air could afford the loan. Since their fees and rates were not acceptable, the board voted on Bank of America.

Lauren Southern-Godwin motioned to accept B6. Dave DeBlander seconded. **VOTE:** Passed unanimously.

B9: Board Logistical Support: There is a filing cabinet for the board in administration. There is a safe containing the recordings of the meetings. Other documents are in safety deposit boxes. There is a heavy duty shredder available. Lauren Southern-Godwin recommended using ARC Gateway if outside shredding is needed. Lauren Southern-Godwin motioned to accept B9 and Frankie Cruz seconded. **VOTE:** Passed unanimously.

Staff Treatment Update: Discussion: The survey should focus on communication and consistent treatment of staff members as these two areas were weakest last year. The board wishes to create the survey this year. William Rolfs asked that the survey is similar to last year's for comparison purposes. Lauren Southern-Godwin stated that the board knows not to get involved in operational issues, but wants to help weed out rumors and show employees that the board cares. Landrum can help as well. William Rolfs asked the board to remember he is doing his best to resolve issues left from the previous manager. He sometimes feels he is being punished for this manager's actions. Lauren Southern-Godwin replied that the board will have an easier time supporting William Rolfs if they have input into the survey. Dave DeBlander stated the board realizes there are two sides and wants to help.

Maria Pinochet said the survey is not only about performance but also about forward thinking and how to serve the employees. Lauren Southern-Godwin said the board wishes to get past the point of continuing to say "we have already discussed this."

Matt Reasoner stated the employees do feel comfortable approaching the board to the point that it is used as a threat to the management. This makes it difficult to hold the employees to a standard if they have a trump card to use if they don't like management's decision. They skip over the proper channels. The management needs to feel like it has the board's support. The management cannot talk about the employee due to confidentiality but the employee can slander the management team. Lauren Southern-Godwin suggested Landrum educates the employees on chain of command and confidentiality. The reply is that the employees know this but still do not go to Landrum. They have printed protocols and access to Landrum on site. William Rolfs said neither he nor Landrum has ever turned an employee away. Dawn Vorthmann said the board needs to respond to employees when they approach the board. Frankie Cruz would like to make the exit interviews more accessible and consistent.

Expansion Update: The board has not heard back from Larry Adams regarding LEEDs choices and case studies. The board reached a consensus to meet with Larry Adams in closed session. Issues to discuss and mark on the plans include solar panels, a garden, and a playground. The board was clear that executive landscaping is not acceptable. William Rolfs reminded the board that there are certain items mandated by the city. It was suggested the person with this knowledge attend the meeting. Will Lee, a master gardener, recommended not using grass. Kate Scanlon stated the meeting needs to occur before one month because follow up planning is necessary. Dave DeBlander called for a closed session with Larry before February 11th.

Addendum:

Frankie Cruz motioned to create an ad hoc steering committee to create a staff survey. Dawn Vorthmann seconded. **VOTE:** Passed unanimously. Frankie Cruz, Dave DeBlander and Maria Pinochet volunteered to serve with some assistance from Lauren Southern-Godwin.

Dawn Vorthmann requested the reading of the proposed reorganization committee charter be added to next month's agenda.

H. Adjournment

Lauren Southern-Godwin motioned to adjourn. Passed unanimously.