

**Ever'man Natural Foods Co-op, Inc.**  
**Board of Directors' Meeting**  
**Monday, January 23, 2012, 7 PM**  
**Ever'man Community Room**

**Present:**

Lauren Southern-Godwin – President  
Eric Schneider – Vice-President, via  
telephone  
Dawn Vorthmann – Treasurer  
Mike Kovach – Secretary  
Scott Arnold – Director  
Lynn Jackson – Director  
Mary Mundy – Director  
John Trawick - Director

William Rolfs – General Manager  
Sandy Gazdyszyn – Finance Manager  
Elie Barnes – Membership Services  
Belinda Carlino – Customer Service Manager  
Joy Soper- IT Services  
Samantha Williams - Employee  
Robin Tillman – Board Clerical Support  
Frankie Cruz– Board Candidate  
Lois Stephens - Member

**A. Come to Order**

Lauren Southern-Godwin called the meeting to order at 7:13 pm.

**B. Approval of Agenda**

The agenda was approved.

**C. Announcements/Open Forum**

Centering - led by Lynn Jackson.

Open Forum – Elie Barnes brought organic fruit from her yard to share.

Reading of Proposed Rules- Lauren Southern-Godwin read a list of ground rules for the board meeting. This list was compiled from other boards and cooperatives and will be read at each meeting.

1. Assume everyone wants the best for the Co-op and community.
2. Make a personal commitment to making a positive contribution.
3. Be aware of yourself and how what you feel, say and do impacts others.
4. Truly listen to others' views with curiosity and without interruption.
5. Be willing to understand and explore diverse views, not just defend your own.
6. Do not dominate the meeting time.
7. Seek balance participation among directors.
8. Adhere to time allotments.
9. Use a "parking lot" for important ideas and issues not directly related to the topic. A special meeting can be called if needed.

**D. Approval of Minutes**

It was asked if Scott Arnold, Lynn Jackson and John Trawick needed to be fingerprinted. Lauren Southern-Godwin answered that Scott Arnold will be fingerprinted to fill Dave DeBlander's absence. The need for other Directors to be fingerprinted in order to sell alcohol will be addressed after the elections. There is a one time fee per person to be fingerprinted.

Lynn Jackson motioned to approve the minutes and Dawn Vorthmann seconded.  
**VOTE:** Passed unanimously.

### **E. Board/Continuing Business**

Committee Check-In: Lynn Jackson of the Nominating Committee requested Elie Barnes present the report on electronic elections. Elie Barnes reported that Survey and Ballot Systems has been contracted and a deposit paid. A member database has been sent but may be updated as needed. Samantha Williams has created paper ballots using some recycled materials. The election has been advertised in the store and on Facebook, Twitter and the website. An ad will be placed in the legal section of the Pensacola News Journal. Sandy Gazdyszyn and Elie Barnes have created a five question survey to add to the vote and would like input. There are also proposed by-law changes that need two readings in order to be adopted.

Lauren Southern-Godwin read the proposed survey questions. Dawn Vorthmann requested the survey include a question about member loans. Lynn Jackson and Mike Kovach remarked that this could be disconcerting as there is not enough space in the survey to properly educate the member on these loans. Eric Schneider stated a survey with educational materials is needed. Lauren Southern-Godwin referred to Thane Joyal's remarks regarding the survey. She recommended the questions be carefully crafted to ask about issues such as the ends statement, expansion or the International Year of the Cooperative. Thane Joyal asserts the board can vote on reorganization and member loans without a member survey. Mary Mundy noted the board has decided to gather member input before making this decision. It was stated the board understands the membership needs to agree with the plans in order for enough memberships to be sold during reorganization. Elie Barnes remarked that using general questions can help point the cooperative in a specific direction. She asked to have the survey questions sent to Thane Joyal and C. E. Pugh for review. The merits of each question were discussed.

The by-law changes were discussed and the following changes read into the record. It was determined that new directors should not be required to wait one year before filling an office. The director may have special skills that could benefit the board as an officer.

3.3.2 Members may not vote by proxy. Ever'man will offer mail out ballots, unless the election is uncontested. The Board of Directors may authorize the use of electronic voting in addition to paper ballots.

3.2.1 A general membership meeting, called the Spring Membership Meeting, shall be held within three months after the close of the fiscal year, at which meeting the financial reports will be made.

4.1.4 Directors shall be elected for three year terms beginning March 1 of the election year.

5.2 Officers shall be elected at the first regular Board of Directors meeting following the installation of the new board members at the March board meeting and will serve for one year. In an election year, if the results alter any board officers' status, then the provisions of Section 5.5 will apply.

D6: Code of Conduct: Lauren Southern-Godwin read the code of conduct. There were no suggestions to change it.

Capitalization and Reorganization Committee: Lauren Southern –Godwin proposed the formation of a committee for raising capital. She presented the tentative name and charter and indicated management is intended to be the general manager. Eric Schneider recommend the redundant “for” be stricken from purpose number one and “form” should be changed to “model” in purpose number three.

Dawn Vorthmann recommended the use of this committee to monitor expansion capital as member loans are a subset. Eric Schneider replied that this charter is not for expansion. Lauren Southern-Godwin replied that the board is already receiving monthly financial reports to monitor expansion. Mike Kovach remarked that bringing the oversight of expansion to a committee will leave out the remainder of the board. Since expansion is not dependent upon member loans, the two issues should be kept separate. He also recommended striking purpose number one from the charter. Dawn Vorthmann commented that the largest expense on a pro forma is debt. It would be great if the board could decrease the expansion debt so more money would be available for community work. William Rolfs stated he must have board approval for financial decisions. He indicated he has been interviewing banks that do not have early pay-off penalties.

Lauren Southern-Godwin recommended changing the name of the committee to Reorganization Committee and striking purpose number one. Scott Arnold moved to accept the charter with Lauren Southern-Godwin’s changes and Mike Kovach seconded. **VOTE:** Passed unanimously. John Trawick and Lauren Southern-Godwin volunteered to serve on the committee. Mike Kovach volunteered to help gather information as needed. Dawn Vorthmann, Mary Mundy and Scott Arnold volunteered as contacts.

Treasurer’s Report: Sandy Gazdyszyn reported that the monthly financial statements required by C.E. Pugh will be ready next month. Some numbers will remain estimates. For example, a physical inventory will not be conducted monthly. Dawn Vorthmann suggested the board review the first statement in a closed meeting prior to the next board meeting. This will allow for board education and to determine which information may be public and which may be sensitive. She recommends the board understand ten bits of information – five subheadings and five ratios.

## **F. Manager’s Report**

General Comments: William Rolfs reported that Ever’man has purchased the property on the corner of Devillers and Garden Streets. It was purchased to provide for future parking and drainage needs. The building has 3200 square feet. A short discussion followed regarding possible uses for the building including leasing it to a natural practitioner. The building will be ready to tour at the end of February. Lauren Southern-Godwin replied that the Pensacola News Journal may print an article on a new business in town to promote the building. William Rolfs stated the architects are reviewing the parking issues. The lots are at different levels. Topical and geographical surveys are in progress. It may be two months before answers are received.

The teaching kitchen has not passed inspection yet as there is a debate over its classification as a commercial or residential kitchen. The builder will need four weeks after the inspection to complete the job. The cost is higher than expected because it is not being completed at the same time as the store. Dawn Vorthmann and Lauren Southern-

Godwin remarked that the timing is beneficial as it will provide a place for the members, administration and classes during expansion. Mike Kovach requested information as to what could be delayed and then upgraded later. William Rolfs reported that most of the cost is due to code but some costs can be cut on the cabinets. Eric Schneider applauded William Rolfs on his expediency.

William Rolfs reported that the administration will be moved out of the leased administration building by the end of February. The employees are moving the cubicles to save money. The settlement from the car hitting the store will cover all repair expenses. There has been a new employee training program implemented. Lauren Southern-Godwin remarked that C.E. Pugh feels strongly about employee education. He recommends a cooperative spend as much on education as on marketing.

B6: Communication to the Board: In this report, only one of the GM's compliance reports have not been fully approved. EL report B-5 was approved with the understanding the new Emergency Data Back-up plan would be reviewed by an outside IT professional within two months. This review was done and submitted to the board at the next meeting. There was discussion on a column in the monitoring report table which indicates if there has been progress toward a long-term outcome as the report was presented only a few months later. William Rolfs remarked this column is to compare reports of sequential years. Mary Mundy remarked that approving a report does not always mean long term goals have been met. This column was present on the Directors' copy of the table. William Rolf stated he will remove this column. Dawn Vorthmann motioned to approve B6 and Mike Kovach seconded. **VOTE:** Passed unanimously.

B9: Board Logistical Support: William Rolfs sent the included chart to Lauren (Board President) and Mike (Board Secretary) for approval. There were no questions. Mike Kovach motioned to accept the report and Scott Arnold seconded. **VOTE:** Passed unanimously.

B4: Financial Condition – monthly reports during expansion: The board requested this report monthly during expansion. However, some figures are not available except on a quarterly basis. Lauren Southern-Godwin stated the entire monitoring report is not needed. Instead, William Rolfs should report on the finances of expansion. As this is a check-in, no vote is needed. Mary Mundy gave her appreciation for the report. William Rolfs directed the board to the chart created by Sandy Gazdyszyn.

Expansion Update: There was no separate discussion for this agenda item.

## **G. Adjournment**

Lauren Southern-Godwin adjourned the meeting at 8:45 pm.