

**Ever'man Natural Foods Co-op, Inc.  
Board of Directors' Meeting  
Monday, October 22, 2012 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  
Mark Nerger

**Members:**

Mary Taylor  
Mike Kovach  
Diane Pitts  
Joe Trapp  
Harlan Wallner

**A. Come to Order**

Dave DeBlander called the meeting to order at 7:10 PM and read the Ends Statement. Dawn Vorthmann remarked that the Policy Register has not been updated to include the most current version of the Ends Statement. Lauren Southern-Godwin read the ground rules.

**B. Approval of Agenda**

Discussion of the dates of the Board of Directors meetings and an executive committee report were added. The CCMA report was deleted.

**C. Announcements/Centering**

Centering - led by Lynn Jackson.

**D. Approval of Minutes**

Dawn Vorthmann recommended grammatical and content changes. Lauren Southern-Godwin motioned to accept the minutes as changed. Lynn Jackson seconded. **VOTE:** Passed unanimously.

**E. Board/Continuing Business**

Board Self-Monitoring: C3-Monitoring GM Performance: Lauren Southern-Godwin suggested the Executive Committed keep this policy in mind when they meet.

Fingerprinting Check-in: There was nothing to report.

Committee Reports:

Nominating Committee: Lauren Southern-Godwin reported that the committee recommends both electronic voting and a ballot mail out for this election. The electronic vote will allow one, two or three choices. Discussion included that the expenses of meeting off site earlier this year has cut into the board budget and thus the money available for election. It was suggested the election is an operational expense. The committee did discuss printing information about expansion on the ballot so that it can be an operational expense. William Rolf agreed. He reported the cost of printing the one page member survey was about \$1300. Newsletters are distributed around town and no longer mailed to member households. Therefore the ballot will not be included in the newsletter. This moves the printing deadline to December and could allow more time for board packets to be accepted. There is a new interview process this year which needs extra time. By consensus, the board did not change the application deadline. Three incumbents and three members have submitted applications for three slots.

Lauren-Southern-Godwin motioned to approve electronic voting, an in-store ballot and mail-out ballots. Dawn Vorthmann seconded. **VOTE:** Passed unanimously.

Lauren Southern-Godwin presented two charters, the existing Ever'man charter and a sample charter from CDS. Discussion: Dawn Vorthmann recommended striking written from section five of the CDS charter. Dave DeBlander recommended adding "and employees as approved by the General Manager" to the last sentence. Lauren Southern-Godwin motioned to accept the CDS charter with changes. Dawn Vorthmann seconded. **VOTE:** Passed. For: Dave DeBlander, Lauren Southern-Godwin, Dawn Vorthmann, Frankie Cruz, Lois Stephens, Johnny Ardis and Maria Pinochet. Against: Lynn Jackson.

Executive Committee: This committee has been meeting and will report to the entire board before the next Board of Director's meeting regarding the General Manager's contract.

Reorganization Committee: Dawn Vorthmann reported the final charter will be submitted to the board at the next meeting.

By-law Changes-5.2: This is the second reading of the following recommended change to Article 5, section 5.2. "Officers shall be elected at the first regular board of directors meeting following installation of new board members and will serve for one year. In an election year, if results alter any board member status, then the provisions of section 5.5 apply."

Treasurer's Report: Dawn Vorthmann reported the board has exceeded its budget at this time due to administration support and office supplies. There are also some items which were not allocated in previous board budgets.

The board met with the 401k advisors prior to this meeting.

## **F. Manager's Report**

Dawn Vorthmann congratulated William Rolfs on his three year anniversary this month.

General Comments: William Rolfs introduced the new grocery manager, Robert Wilson. William Rolfs reported the managers have completed three classes at Landrum and hope to complete three more by the end of the year.

William Rolfs reported Ever'man may be able to apply for grants from the Special Project Coordinator with the city. This may necessitate a different invoicing system. Additional bathrooms for the T-Square building will not be possible unless the backroom was torn out and then the space would be lost. The cabinets have been removed but saved. All asbestos has been removed. It is estimated the project will take four to six weeks without landscaping. City approval of the plans should be ready by the end of the month.

Dawn Vorthmann recommended new employees attend a mandatory board meeting as part of their education. William Rolfs added that the board could welcome them at this time. Kate Scanlon suggested the meeting not be mandatory as it may conflict with the employees other schedules, such as school.

Kate Scanlon reported that the \$250 donation to the Greater Good music festival will allow Ever'man's logo to appear on the website. William Rolfs added that more information on non-food donations is included in the board packet. Kate Scanlon has been working to increase donations. The requirements have been loosened. Donation jars are placed by third parties at the cash register are not counted unless Ever'man matches the amount. Kate Scanlon is creating a budget for donations.

Discussion was held on bread basket items in produce. Military discounts were also discussed. These could tie in with the advertising in The Gosport military newspaper. It was pointed out that police officers have a dangerous job and earn much less than individuals in the military. Cooperative principles state everyone pays the same price. Other options could include a free membership or product. Some cooperatives hold regular membership days for member-only specials. Lauren Southern-Godwin added this to next month's agenda.

B1 Staff Treatment: William Rolfs asked for feedback on this report. Dave DeBlander and Lauren Southern-Godwin reported they liked the report. Frankie Cruz asked about an employee representative. Lauren Southern-Godwin added it to the agenda for next month.

IT Report: Three companies reviewed the IT back-up plan. Two did so pro bono and one was paid \$350. It was questioned if this fee is needed yearly since there is an in house IT professional. It was recommended that every three years would be sufficient. The recommendations received were minor with the exception of an employee trained to back-up the IT manager. There is an employee being trained for this at this time.

B3: Business Planning and Financial Budgeting (tabled from September): Dawn Vorthmann's concerns are related to the business plan and ratios and how they are recommended to change with expansion. She wants the board to understand these. C. E.

Pugh's recommendations are on page 22 of the business plan. A ratio update will be available next month as part of the expansion update.

It was asked when the expansion budget would be set. William Rolfs replied that it is a living document but 50% of pricing will be ready in about ten days then the contractor will have it two weeks for a 2<sup>nd</sup> pricing. Fifty percent should be ready for the December meeting. After that the budget will reach 75% and then 95% pricing.

Dawn Vorthmann asked why William Rolfs stated the report to be in noncompliance. He replied that it is in compliance and the statement must not have been changed from last year. Dawn motioned to table B3 until December 3<sup>rd</sup>. Lynn seconded. **VOTE:** Passed. FOR: Dave DeBlander, Lauren Southern-Godwin, Dawn Vorthmann, Lynn Jackson, Frankie Cruz, Lois Stephens and Johnny Ardis. Abstained Maria Pinochet.

Ends Report: William Rolfs is working with Kate Scanlon in the marketing department to include ads for the Bread Basket Program. William Rolfs reported that the Ends Statement is not to be completed in one year but is an ongoing process. Even though strides have been made this year since the loss of Eli Barnes and Sandy Gazdyszyn, he feels better progress could have been made as the marketing director is a major driver of the ends. Much progress has occurred since the addition of the new employees in the marketing and education department. He foresees the contribution of the new community room as well. William Rolfs introduced Mark Nerger, the new food demonstration coordinator.

Lauren Southern-Godwin said William Rolfs' honesty is respected but the report feels complete. She motioned to accept the Ends Statement and Lois Stephens seconded. Discussion included the two demographics in the downtown area – business and residential. Kate Scanlon said the store needs to be thoughtful in collecting information so it can move forward in a meaningful manner. The store is still a destination location as it was in the beginning. Frankie Cruz remarked that some people are not represented as there are not dark shades of make-up and people do not realize SNAP benefits are accepted. **VOTE:** Passed. FOR: Dave DeBlander, Lauren Southern-Godwin, Dawn Vorthmann, Lynn Jackson, Lois Stephens, Johnny Ardis and Maria Pinochet. **OPPOSED:** Frankie Cruz.

Ever'man raised \$50 to donate to "No Kid Hungry" at the garage sale on October 6<sup>th</sup>. The Salvation Army received a large donation of items following the sale. Further, 1% of sales on Oct 13<sup>th</sup> were also donated.

B11: Environmental Stewardship: Lauren Southern-Godwin is updating the expansion section of this policy. Discussion included whether to print board packets, what type of paper is used, paper vs. plastic vs. reusable bags, compostable vs. non-compostable deli packaging and prepackaged produce. Steve Cochran is aware of policy B11. Dawn Vorthmann would like numbers provided in the report to be compared to previous numbers so that the growth can be seen.

Lauren Southern-Godwin motioned to accept B11 and Dawn seconded. Discussion: Johnny asks to line the expansion update to this vote. It was decided that the vote wouldn't be affected by the linkage. **VOTE:** Passed. FOR: Dave DeBlander, Lauren Southern-Godwin, Dawn Vorthmann, Lynn Jackson, Lois Stephens, Johnny Ardis and Maria Pinochet. **OPPOSED:** Frankie Cruz.

Expansion Update: Discussion included flooring types and VOCs and performance. Ceiling tiles are recycled materials. Use of ceiling tiles will achieve the insulation value needed and cover ducts and wires. Dawn Vorthmann would like to view the information about colors and other items the interior decorator is choosing. Kate Scanlon, William Rolfs and Dave DeBlander stated this is operational. Dawn Vorthmann replied that expansion is not operational. William Rolfs said the information can be viewed but the project cannot be stopped for this. Further discussion centered around the expanded meat department and the hiring of a butcher to help provide local meat and reduce packaging. Lois Stephens recommended the store get back in touch with the intent of the original members. Health issues, agriculture and environmental impact of animal consumption were discussed. Dawn Vorthmann stated that those transitioning to a vegetarian diet need a source for clean meat. Some directors and members feel that the ends statement regarding access to healthy food includes meat. Johnny Ardis agreed but stated the meat department does not need to be expanded to do this. Frankie Cruz stated that the store sells many items that have been proven to not be healthy. Several directors and members stated they somehow missed that a butcher would be hired with the expanded department. Lauren Southern-Godwin wishes to see signage, seminars and education on the benefits of an in house butcher and buying from local farmers. An update on the egg wash station was given. Mike Kovach and Lois Stephens offered to buy the China Study for the BOD.

### **G. Open Forum**

New member Harlan Wallner would like to see more native plants in the garden. He recommends using a permaculture designer. There was discussion on the building of a garden along the periphery of the green space. The potential problems of selling herbs from the garden were discussed.

Mary Taylor reported she has noticed that discounts and sales were not as large as previously. She asked if all of the discounts given to the store were passed to the shoppers. William Rolfs replied that no pricing philosophies have changed so whatever she saw before is still in place.

### **H. Adjournment**

Frankie Cruz motioned to adjourn at 9:36 PM and Lauren Southern-Godwin seconded. **VOTE:** Passed unanimously.