

## Minutes

Ypsilanti Food Cooperative

Board of Directors

January Meeting, January 19, 2016

### Board Members Present:

Corinne Sikorski – GM

Liz Dahl-Macgregor – Board President (Acting Secretary)

Beth Currans – Vice President (Acting Chair)

Ben Miller – Director

David Choberka – Director

### Board Members Not Present:

Cheryl Weber – Director

Michelle Shankwiler – Director

Karin Keim, Treasurer – Director

### Non board members present:

Don Broersma

Leaha Dotson – Note taker

### Minutes:

**Beth** read the Ends Statements to start the meeting. **David** agreed to be time keeper upon Liz's request

### **Agenda review:**

- Discussion of Policy Reports C and C1 tabled until next meeting, due to time constraints and because only four Board Members responded to the survey

- Decision made to prioritize time for the GM review in order to meet the February deadline for the review to be completed.

### **Consent Agenda:**

Returning to previous Consent Agenda meeting, decision was made to edit the **August 2015 Board of Directors meeting minutes** to remove reference to confidential banking information.

January consent agenda approved.

### **Board Business:**

Report of the **Food the Ethics Committee, Beth Currans**

- Final draft of the Committee's proposed **policy on Food Ethics complaints and resolution** put before the board. (see attached)

- **Unanimously approved** as official Food Ethics Policy by the board.

- **Beth** stated that Jon Keim will be creating an **e-mail specifically for the Food Ethics Committee**. There will also be a **box for registering complaints in the store**.

- **Eden Foods Forum**

- date: **March 29, 2016**

- venue: Directors will explore using the Senior Center in Recreation Park in Ypsilanti

- ballot language hopefully will be approved by March, tasks have been distributed to the various committee participants and there is a lot of member involvement

- Announcement needs to be drafted for the Newsletter

- **Next meeting for the Food Ethics Committee will be February 9, 2016**

Report of the **Nomination and Recruitment Committee, Liz Dahl Macgregor**

- No progress reported. Liz Dahl Macgregor appeals for more assistance from other directors.

Discussion of **Board record keeping**

- Minutes have been inconsistently completed by the Secretary, finalized and stored by the board, and posted on the Coop website over the last couple years.

- **Tasks that need to be done:**

- **Locate all past minutes.**

- **Approve finalized versions if not yet done.**

- **Store in correct location on Board Google drive.**

- **Post all final versions on the Coop website.**

- David Choberka volunteers to take on the vacant position of Board Secretary.

- Approved unanimously by Board.

Discussion of **Director absences and other violations of Code of Conduct:**

- The Board currently lacks a clear way to remove Directors who consistently violate the Code of Conduct.

- Policy C5, #7 in the Policy Register suggests the Board can remove Directors, but refers specifically to By-Law, 6.9, which details how the Member-Owners of the Coop can remove Directors
- The Board resolves to draft a By-Law allowing the Directors to remove other Directors who have consistently violated the Code of Conduct
- This new By-Law complies with rights of Member-Owners to elect Directors to uphold the Code of Conduct and does not restrict Member-Owner rights to remove Directors as in 6.9.
- The Board will review State Non-Profit Law to make sure that the above mixture of policies is compliant.

#### **Filling Board Vacancies:**

- Newsletter announcement will be needed to inform the member owners that “the board is accepting applications for candidates to fill board vacancies until June.”
- Deadline set for February 10, 2016

**Board Candidates Forum** will be **Tuesday April 26, 2016**, formatted as Save the Date

Discussion about **Member-Owners who cause a nuisance in the store** and the roles of the GM and the Board in banning

- Roles clarified
- GM may always remove harassing or dangerous customers from the premises immediately
- Long-term bans of Member-Owners and removal of Ownership can only be done the Board
- The GM has discretion to warn harassing or dangerous Member-Owners that she will ask the Board to remove their Ownership and ban them if necessary.

#### Policy Reports:

**B1- Financial Condition**, finishing discussion and revisions from previous meeting

- **B1, #8** was missing in previous report. It has been added to the new document.
- **B1, #10** – Was not in compliance because of lack of Bookkeeper/Accountant on staff
- Accountant has been hired
- **Revised B1, accepted**

**B2 – Business Planning and Financial Budgeting**

- Received in December but tabled

**- B2, 1a**

- Discussion whether the Data for determining compliance was accurate.
- Specifically whether the projection of 3% growth was a realistic goal around which to base a Business Plan and operations budget.
- Board suggests rewriting Business Plan and Budget to focus on stopping negative growth.
- GM will revise Budget, Business Plan and Policy Report B2, specifically B2, #1a and B2, #1b.
  - Business Plan will provide more detail about store expansion.
- Board will revisit revised B2 in February.

**Policy C**

- Tabled until February

**Policy C1**

- Tabled until February

**D2 - GM Accountability:**

- D2, 1 – Ben might work on revisions to the language in the future.
- Discussed and approved

**D3 Delegation to GM:**

- Discussed and approved.
- Takeaways: The Board is free to ask for copies of operational policies, such as Staff Manual, at any meeting

**D4 GM Monitoring GM**

- Discussed and approved
- Takeaways:
  - It is up to the Directors to use the policy reports to ask the questions that need to be asked to hold the GM accountable as they see necessary.

Due to late hour, **Executive Session** was moved to Tuesday, January 26, 2016, 7-8:30

Next meeting will be for the Executive Session Tuesday January 26, 2016

Tasks:

**Beth** will get newsletter announcement to Corinne by the 25<sup>th</sup> regarding Food Ethics Committee and Eden Foods happenings

**Corinne** will be revising B2 Policy Report

**Ben** will write up better language for D2 1

**Ben** will look into getting a room at the library for next Tuesday's meeting