

Ypsilanti Food Coop Board of Directors
February 23, 2016 regular meeting
Minutes

Location: Ypsilanti District Library downtown building

Board members present:

Liz Dahl-MacGregor - Director, President
~~Beth Currans - Director, Vice President~~
Ben Miller - Director
Cheryl Weber - Director
David Choberka - Director, Secretary
Corinne Sikorski - General Manager

Guests present:

Don Boersma
Joe Montgomery

Board Business

Nomination & Recruitment Committee:

Candidate Forum: April 26 at 6:30 p.m. -- 8 p.m. (potluck then discussion) at the Senior Center. Weber will find last year's newsletter article, update it, send it to Liz who will edit it and send it to Corinne. Deadline for applications will be Monday, April 9th. They must be submitted via email or in store.

Food Ethics Committee: Ben shared report. (see below)

Annual Meeting Date: Thursday, May 5, at the Freighthouse.

Store Expansion Proposal: Weber moved. Miller seconded. Approved unanimously.

Process for getting approved minutes in place: Choberka will get these up-to-date.

Proposed bylaw amendment: 6.11: A Board member who has consistently failed to follow the code conduct can be removed from the board by a 2/3 vote of the remaining board members.

Miller moved to adopt. MacGregor seconded. Motion passed with one abstention by Cheryl Weber.

Treasurer Nomination -- Weber is considering.

Motion to remove Karin Keim from the board for violating the Board code of conduct by Choberka. Miller seconded. Motion passed, with one no vote from Weber.

Replacement board member(s):

Discussion of replacement board member applications in executive session. Applications received from:

Don Boersma
Joe Montgomery
Joan Wind

The Board specifically addressed with the GM what the status of Boersma is as someone who does work for the coop. The Gm explained that Boersma is an independent contractor who does maintenance for Millworks LLC and for YFC rather than an employee of the coop.

Don Boersma appointed by the Board to one of the vacant positions, 3 in favor, one opposed from Miller.

Miller moved to appoint Montgomery to remaining Board vacancy. Choberka seconded.

MacGregor moved to table this motion until the next meeting. Weber seconded. Motion to table passed with 3 in favor, one opposed from Miller. Motion to table passed. Motion to appoint Montgomery tabled until March meeting.

Policy changes

B1.1 (see draft of new policy below): MacGregor moved we adopt amended B1 that reflects lower Sales Growth Benchmarks. Choberka seconded. Motion passed.

Policy Reports

Revised Global B report submitted by GM. MacGregor moved, Weber seconded. All in favor of accepting the proposed changes to B Global.

Revised B2 report submitted. GM's Business Plan and the Expansion Plan accepted by Board as a plan to bring B2 into compliance. The Board requested that the B1.1 metric provided in the top line of the table on pg. 2, be changed to a Benchmark Sales Growth of 0% or greater.

Choberka moved we accept with the above change, MacGregor seconded. All in favor.

C Reports were tabled to March.

GM evaluation: Tabled to special executive meeting on March 8 at 6:30 for one hour.

Action items:

Put January minutes in the March meeting folder

Food Ethics Committee report

Feb 2015

Written by Beth Currans, co-chair

At the meeting on Feb 9, 2015 we primarily discussed the March 29th Eden Foods forum. Nobody had responded to our call for speakers, so we are planning to target specific speakers, which we identified during the meeting. Ben will contact these people as well as continue to correspond with the potential moderator, Laura Bien. Hopefully she will join us at our next meeting (March 1st) to finalize the plan for the forum. Provisionally the plan is to have someone from the food ethics committee introduce the forum, have the moderator introduce the speakers, flip a coin to see which side goes first, then have each speaker (ideally 2 representing each side) speak for 3 minutes, then allow each person a 1.5 minute response, then open the conversation up for comments and questions from the audience. We are looking into water, coffee, and tea for the forum. Committee members may bring snacks, if so moved.

The committee voted to ask Beth to ask the Board to ask Corinne to send an email through the newsletter list inviting members to the Forum event. We are hoping for 2 emails, one this month, one ten days ahead of the forum, and that they use verbatim language from the food ethics committee (copied below). We'd also like at least 1 sign in the store, for the forum to be on the front page of the March newsletter and for there to be a post on Facebook page about the event.

Announcement language:

Save the Date! On March 29th at 6:30, the YFC Food Ethics Committee will host a forum about the proposed boycott of Eden Foods at the Ypsilanti Senior Center at 1015 N. Congress. Please come ready to engage in this important discussion.

At our next meeting, we will finish planning the forum and vote on the following ballot language:

Should YFC boycott Eden Foods and phase out the company's products? ___ Yes ___ No

Why was this issue raised?

Michael Potter, owner and CEO of Eden Foods, filed a lawsuit to challenge the provision of the Affordable Care Act that requires employers to provide birth control coverage for their employees.

Some member-owners believe that continuing to sell Eden Foods products directly contributes to the unfair treatment of women.

Section 2.3 of the Ypsilanti Food Co-op's Bylaws states: "The co-op views itself as part of a larger social and political movement directed toward creating a society which holds the welfare of all human beings as an important principle. We feel solidarity with other people, other groups, and especially with other cooperatives that are equally committed to providing people with the knowledge and resources necessary to control their own lives."

A number of concerned YFC member-owners signed a petition asking for a special meeting to discuss this issue. At that meeting, held after the general membership meeting on May 7, 2015, a resolution was passed instructing the board to put the issue on a ballot for a membership vote.

How would a boycott work?

Current Eden products would be sold and not replenished or, whenever possible, returned to the supplier. Eden Foods products would be replaced by other comparable brands.

A ballot on whether to continue the boycott will be included in the annual election every year until such time as the membership votes to discontinue the action.

The next meeting will be on Tuesday, March 1 at 6:30pm.

Executive Limitations

B1 – Financial Condition and Activities

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.

The GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in ownership and owner paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's loans.
7. Allow late payment of contracts, payroll, loans or other financial obligations.
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
9. Acquire, encumber or dispose of real estate.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).