

Frederick County Consumer's Cooperative
Board of Directors Meeting
January 26th, 2012
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Board members present: Jim Jenkins, Annie Marshall, Jim Hanna, Julie Richards, Patton Allen, John Beutler, David Cloutier, Annette Stefancic and Margie Lance

Staff members present: Sarah Lebherz, Kendra Varnon

The meeting was called to order at 6:10 pm, by David Cloutier, Board President. A quorum was present.

Sarah requested two additional Owner Refunds be added to the agenda: #4501 and #2374.

Consent Agenda

December Board Minutes were removed from the consent agenda. Remaining items on the consent agenda including Equity Refunds #4518, #2782, #4578 and #3924 were approved by consent.

Additional Owner Refunds

Additional Owner Equity Refunds #4501 and #2374 were approved.

December Board Minutes

Changes to the December Board Minutes include:

Under Election of Officers, add final sentence to the end: "The Board Officers including David Cloutier as President, Jim Jenkins as Vice President, John Beutler as Secretary and Julie Richards as Secretary, were elected by acclamation."

Under Odds and Ends, first paragraph, second sentence should read: "Members of the Social Media Committee include Jim J, Annie, John and Pat."

Annie moved to accept the December Board Minutes as amended. John seconded and the motion passed unanimously.

Board Monitoring Policy C3 Delegation to the General Manager and D6 Board Committee Principles

The Board discussed a non-compliance rating of line item C3.3 of Policy C3 Delegation to the General Manager. The Board determined the non-compliance rating was due to a wording change that had occurred in a previously corrected version of the Policy. Therefore, no further action was needed at this time to bring the Board in compliance with C3. Sarah will post an updated policy register to the Board site.

The Board rated themselves fully compliant with Policy D6 Board Committee Principles.

General Manager Monitoring B3 Financial Condition

Sarah reported on Executive Limitations Policy B3 Financial Condition and reviewed the supporting documents – 2nd Quarter Balance Sheet and Income Statement. The Board discussed a plan for compliance for line item B3.1 and reviewed the progress that has been made towards compliance since the last reporting period. Margie moved to accept the monitoring report for Policy B3 Financial Condition as submitted. Jim J. seconded and the motion passed unanimously.

General Manager Monitoring Report B4 Asset Protection

Sarah reviewed the fully compliant monitoring report on Executive Limitations Policy B4 Asset Protection. Jim J. moved to accept the monitoring report as submitted. Margie seconded and the motion passed unanimously.

Social Media Policy and Committee Charter

Jim J. introduced a Social Media Policy and a Social Committee Charter to the Board. The Board made some suggested wording changes to the policy and discussed the makeup of the committee. Jim J. will make changes to the documents and bring them back to the February meeting for Board review. During discussion of the Committee Charter David noted that because the committee did not have a specific timeframe of work, it would cause the Board to be non-compliant with Policy D10.1 "Board committees may not speak or act for the Board except when formally given such authority for specific and time limited purposes". In light of this conflict, David will bring a proposed revision of Policy D10 Board Committee Principles to the February meeting.

Selection of Education Task Groups

Based on the results of the previous months survey on Board priorities for engaging in a multi-year plan, David asked for volunteers of the Board to serve on two task groups: Community Partnering and Expansion Opportunities. Margie, Julie, Pat and Annie volunteered to work with Community Partnering. Jim J., Jim H., John, Annette and David volunteered to work with Expansion Opportunities – with Sarah serving on the task group too. David asked the Board to wait for more information to be provided on these two task groups at the next Board meeting when the Multi Year Plan is presented.

Advocacy Report – Honey

John updated the Board on Honey Bill #159 that has been revised from last year by the Beekeepers Association. Changes from the bill introduced last year include a more detailed definition of what can be labeled as "honey". The Bill will be introduced next week and John indicated possibly writing a letter of support by the Board.

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Odds and Ends

OAD is coming up February 16, 17, 18 – Kendra will send out a sign up for Board support on these days.

Board retreat date – there is a conflict with the planned retreat date of October 20th. The Board reviewed possible dates and suggested November 3rd or 11th. David will check with Michael Healy on his availability.

MAFCA – upcoming meetings are March 10th hosted by Hungry Hollow Co-op in Rockland, NY and July 15th in Philadelphia, PA hosted by Mariposa Co-op.

IYC Recognition – Margie requested this be added to an upcoming Board agenda.

Patronage Rebate Redemption – Sarah reported that we are at 82.5% redemption of vouchers. Kendra has been following up with Owners by email and phone for those who have not redeemed higher dollar vouchers. Board members interested in helping out with phone calls should contact Kendra.

Jim J. motioned to adjourn the meeting at 7:32pm

Notes taken by Sarah Lebherz

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Board members present: Jim Jenkins, Annie Marshall, Jim Hanna, Julie Richards, Patton Allen, John Beutler, David Cloutier, Annette Stefancic and Margie Lance

Staff members present: Sarah Lebherz, Kendra Varnon

The meeting was called to order at 6:05 pm, by David Cloutier, Board President. A quorum was present. Sarah asked to add Owner Refund #3258 to the agenda.

Consent Agenda

January Board Minutes were removed from the consent agenda. Remaining item on the consent agenda, including Owner Refund #2461, was approved by consent. Additional Owner Refund #3258 was approved unanimously.

January Board Minutes

January Minutes were modified to reflect that Julie Richards was elected as Treasurer (not Secretary, as noted).

Board Electronic Monitoring – D3 Board Agenda Planning and Minutes

Secretary, John Beutler, reviewed the results of the on-line self-monitoring survey for Policy D3 Board Agenda Planning and Minutes. According to the results, the Board deemed themselves compliant with the policy and no further action is needed at this time.

General Manager Monitoring – B1 Staff Relations, Compensation and Benefits

Sarah reviewed the monitoring report for B1 Staff Relations/Compensation and Benefits. The Board discussed the frequency of distributing a staff satisfaction survey and suggested monitoring results that could be reporting during non-survey years. Jim J. moved to accept the monitoring report for Policy B1 Staff Relations, Compensation and Benefits as submitted. Pat seconded and the motion passed unanimously.

Patronage Rebate/Owner Services Update

Owner Services Coordinator, Kendra, reported on the patronage rebate distribution data for the year. Owners redeemed 90% of the total distribution this year. Kendra reported that Owners appreciated the follow-up phone calls from Board Members and would like to start that earlier in next year's patronage rebate distribution process.

Revision to Policy D6 Board Committee Principles

David presented a revised Policy D6 Board Committee Principles. The Board suggested policy line item #1 be further revised to read: "Such authority will be carefully stated in order not to conflict with authority delegated to the General Manger, and committee activities must be monitored by a Board Director serving on the committee". Margie moved to accept the revision of D6 Board Committee Principles as amended and modified. Pat seconded and the motion passed unanimously.

Board Social Media Committee Policy

Jim J. presented the Social Media Committee Charter and Policy. Jim J. reported that the Committee is working on a quarterly posting plan that will be presented at the March meeting. Jim H. moved that the Board accept both the D10 Social Media Policy and the Social Committee Charter. Annette seconded and the motion passed unanimously. The Board discussed when the Policy should be monitored and decided to add it to the calendar in November.

Multi-Year Plan Draft Discussion

Jim J. presented the draft Multi-Year Strategic Plan that had been distributed earlier in the month to the Board. He announced that he plans to revise the dates on the document to reflect 2012, 2013 and 2014 instead of "first year, second year, third year" as was originally submitted. The Board discussed the plan and recommended the following changes:

- Change wording from "Committee" to "Task Force" when referring to the Expansion and Partnership groups.
- Have the Partnership Task Force report to the Board at the November 8th Board Meeting.
- Allocate time at the Board Retreat on November 11th to assess the Expansion Task Force and Partnership Task Force information.

John moved to approve the multi-year plan with recommended revisions. Jim H. seconded and the motion passed unanimously. David C. asked for a volunteer to act as compiler for Board feedback from the Executive Limitations monitoring reports submitted by the General Manager. David volunteered to take on this task himself. Jim J., as chair of the Board Development Committee, asked for volunteers to serve on the Committee and participate in the Board election process – Annette volunteered.

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Odds and Ends

David asked if anyone was interested in attending the CDS Regional Conference in Raleigh, NC on March 3rd. Annie expressed an interest.

Margie reminded everyone about the Agriculture Conference take place at FCC - \$30 per person – March 10th 8:30am – 2pm – Board members will let Sarah know if they are interested in attending.

John reported that the MAFCA Meeting takes place March 10th. Hungry Hollow Co-op is hosting.

John reported the Honey Bill is going through the General Assembly (Bill #159). John will notify the Board of a letter of support for this Bill.

Jim J. motioned to adjourn the meeting at 8:06pm.

Notes taken by Sarah Lebherz

Frederick County Consumer Cooperative
Board of Directors Meeting
March 22, 2012
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Board members present: Jim Jenkins, Annie Marshall, Jim Hanna, Julie Richards, Patton Allen, John Beutler, David Cloutier, Annette Stefancic and Margie Lance

Staff members present: Sarah Lebherz, Kendra Varnon

The meeting was called to order at 6:02 pm, by David Cloutier, Board President. A quorum was present. Sarah asked to add Owner Refund #4316, #1461, and #3318 to the agenda.

Consent Agenda

Annie motioned to approve the consent agenda with the additional Owner Refunds. Jim H seconded and the motion passed unanimously.

General Manager Monitoring – B7 Customer Service & Value

Report presentation will be postponed until August Board Meeting to include updated data.

General Manager Monitoring – B8 Membership

Sarah reviewed the monitoring report. Jim J moved to approve the GM monitoring report, Margie seconds. Motion passed unanimously.

IYC Discussion

Add International Year of Cooperatives theme and presentation to OwnerFest

Jim J suggested we send a letter to have Frederick County do a proclamation for the International Year of Cooperatives. The Advocacy Committee will collect contacts and develop the proclamation; we will follow up at the next board meeting.

Kendra is developing posters highlighting international cooperatives to be hung around the store to help raise awareness of IYC.

Social Media Update

Jim J presented the first addition of the social media posting plan. Margie Lance moved to approve the social networking plan as amended. Jim H seconded and the motion passed unanimously.

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Event discussion: CDS Raleigh workshop, FCC Ag Conference, MAFCA

Annie and David reported on the CDS event: Pilot program with glitches. Hosted by NC Teachers and State of Police, a lot of ideas floated around, had no solid results.

Margie and Jim H reported on the FCC Agriculture and Business Conference. Mostly farmers attended and they discussed farmers diversifying a business model.

John B reported on MAFCA. Next meeting will be in Philadelphia on July 15th. It will conduct one day training sessions on how to get people to join new co-ops. There will be one in all three MAFCA regions.

Expansion Task Force Update

Met on March 15th for the first time and they are on track.

Odds and Ends

CCMA – Attendees due in April.

Margie suggested that we donate 2 items to the CCMA auction. Anyone with ideas will email Margie.

Earth Month - Annie and Jim J will help serve hot dogs on April 7th. It was suggested to put our Earth Month events in the Office of Environmental Sustainability newsletter. Marketing department will follow up.

Kendra asked if anyone was interested in volunteering to help at Boonsboro Green Fest on Saturday, May 12. Annie and Jim H volunteered.

Changes in Board Calendar on the election and ballot process dates are up on the Google site.

John reported on the Honey Bill update– still in processes. Hearing on March 28th. Reading passed in both houses.

Jim J. motioned to adjourn the meeting at 7:57pm.

Notes taken by Kendra Varnon

Frederick County Consumer's Cooperative
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April 26, 2012
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Board members present: Jim Jenkins, Annie Marshall, Jim Hanna, Julie Richards, Patton Allen, John Beutler, David Cloutier, and Margie Lance

Absent Board Members: Annette Stefancic

Staff members present: Sarah Lebherz, Kendra Varnon

The meeting was called to order at 6:09 pm, by David Cloutier, Board President. A quorum was present.

Consent Agenda

March Board Minutes were removed from the consent agenda. Remaining items were approved by consent including Owner Refunds: #4475, #2201 and #2340.

March Board Minutes

Changes to the March Board Minutes include:

Under Event discussion, the third line should read: "Margie and Jim H reported on the FCC Agriculture and Business Conference. Mostly farmers attended and they discussed farmers diversifying a business model."

Pat moved to accept the March Board Minutes as amended. John seconded and the motion passed unanimously.

Board Electronic Monitoring – C1 Unity of Control; C2 Accountability of the GM

The Board rated themselves as compliant with Policies C1 and C2 per the on-line survey. Eight Board Members responded to the survey.

General Manager Monitoring – B3 Financial Condition

Sarah reviewed the monitoring report for B3 Financial Condition. Jim J moved to accept the monitoring report as submitted. John seconded and the motion passed unanimously.

IYC Discussion follow-up

John reported the Advocacy Committee collected 3 contacts of other co-ops with more potential co-ops to contact. It is on their agenda to pursue getting a proclamation from the Board of County Commissioners announcing 2012 as the International Year of Cooperatives.

The Board will announce the proclamation at OwnerFest. Possibly plan a press release for it; maybe get NBC 25 to attend OwnerFest.

Kendra showed the International Year of Cooperative posters for the Owner Drive. We will start another drawing pool for the board of the directors to win something for every new Owner they refer. Kendra gave an overview of the Owner Drive.

Proposal of BOD Budget

Julie reported on the budget. Board meetings food allowance will increase from \$10 to \$11 a person. The budget will be voted on at the May Board Meeting. Money will be allocated for Committee projects in next year's budget when there is a more solid idea of what the projects will entail and the committees are engaged in more active planning. Budget schedule is aligned with the fiscal year, while strategic planning is aligned with the calendar year, maybe adjust that next year. All other questions and concerns, contact Julie.

Approval of check signers

Sarah requested a change in check signers for the Woodsboro Bank Operating Account. Jim J motioned to remove Tali Mozes and Wanda Marvel as check signers and replace them with Sally Fulmer and Greg Palmer. Margie Lance seconded and the motion passed unanimously.

CCMA planning

Six Board Members (Jim J, Annie, Jim H, John, David, and Margie) indicated they will be attending CCMA. Julie is not going, waiting to hear about Annette and Pat. Sarah reviewed the fees for registration and hotel, plan on carpooling. Sarah needs final confirmation in early May. Sarah took down food preferences for the banquet.

Margie reminded everyone that we are going to be contributing something to the auction table. Jim J suggested that we contribute a copy of the book Volt Ink and have Bryan Voltaggio sign it. Pat moves to officially commission Margie to make the decision on the 2 CCMA auction items (one food oriented and one Frederick oriented) with the budget of \$150. John seconded and the motion passed unanimously. Margie will report back next month.

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Odds and End

Task Force – both task forces have met. Things are in the works.

Advocacy: National Cooperative Development Act – just FYI

Honey Bill – all it needs is a valid signature, which it will get soon.

CBL 101 Baltimore, July 7 – if anyone wants to take advantage of this opportunity,

Good of the Order

Board email came in today. Someone in MA is making a documentary about food co-ops, looking for sponsors, Sarah said we gave money. We will probably buy the DVD when it's done (John)

Pat A and John B and David C will not be at the May Board Meeting.

Annie – disclosing Juliana is putting in an application for The Common Market.

Julie – disclosing she is teaching a class on May 9th 6:30pm- 8pm 'An Introduction to Whole Foods Nutrition'.

Thanks to Kendra for making the posters.

Margie motioned to adjourn the meeting at 7:35 pm. Jim J seconded.

Notes taken by Kendra Varnon.

Frederick County Consumer's Cooperative
Board of Directors Meeting
May 24, 2012
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Board members present: Jim Jenkins, Annie Marshall, Jim Hanna, Julie Richards, Annette Stefancic and Margie Lance

Board members absent: Patton Allen, John Beutler, and David Cloutier

Staff members present: Sarah Lebherz, Kendra Varnon

The meeting was called to order at 6:03 pm, by Jim Jenkins, Board Vice President. A quorum was present.

Consent Agenda

Consent agenda approved by consent. Additional Owner Refunds (#4579, #2809, #2940, #1347, # 1842, and #2448) were approved unanimously.

Board Electronic Monitoring – D2 Board Job Description, D7 Relationship to Member-Owners

The Board discussed a partial non-compliance rating of question 6 of D7 Relationship to Member-Owners. The Board determined that there is no present issue with Board of Directors and Owner linkage.

The Board also agreed to hence forth to include initials in the comments for the Electronic Monitoring.

General Manager Monitoring – B6 Emergency Management Succession

Sarah reported on B6 Emergency Management Succession. There was one partial non-compliance concerning meeting the criteria regarding familiarity with Board/GM relationship. In order to maintain compliance, both the Store Manager and Human Resources Manager will attend a Board Meeting within the next 6 months. Margie motioned to accept B6 as submitted. Jim H seconded and the motion passed unanimously.

Approval of BOD Budget

Julie presented the 2013 Board of Directors Budget. It was discussed to possibly include electronic options for voting in next year's election. It was decided to revisit for the FY 2013-14 budget. Margie motioned to adopt the 2012-13 budget as presented. Jim H seconded and the motion passed unanimously.

BOD Candidate Info Sessions – dates, volunteers

Jim J reported that the application is ready to go out, starting June 15th, there will be 2 info sessions and the candidates can attend the board meeting. Volunteers to help staff the events: Wed June 26th: Annie, Julie, Jim J. Sat June 30th: Annette, Jim J.

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Final CCMA Planning

Discussed carpooling to CCMA with a total of 6 Board Member's going. Potentially have 2 cars, Margie and Johns. Email and figure out meeting places and departure times. Arrive around noon.

Margie presented Auction Items: history items – magazine about Frederick County, civil war brochures, FSK brochure, preserving American's past (National Geographic book,) cut paper picture "Blessed are those who labor" and American Independence Wedgewood plate. All will be offered in a Common Market Bag. Margie will write up some information on each item, so people can understand the value of the items.

We will also have a food 'basket' Margie will include something, Annie will donate something, the Board will purchase something from the store either local or something with "Common Market" on it. Jim is going to email Bryan Voltaggio to see when he will be in Volt so we can buy the book and have him sign it.

Odds and End

Task Force – Expansion committee has been constantly meeting and doing research. Partnership committee will be meeting next week with Sarah

CBL 101 Baltimore on July 7th.

Good of the Order:

Annie - thanks to Kendra for the Co-op posters and signage around the store.

Sarah reported sales growth is up, the Café especially. Also staffing updates; new Meat Manager, Producer Manager has moved on, current Wellness Manager had shifted to Wellness Education Ambassador.

Thanks to Jim and Annette for coming to the Boonsboro Greenfest.

Kendra reported on the Owner Drive. We got # 45 TODAY!!! YAY.

Julie - disclosing she is teaching another class on June 13th 'Breaking Through Weight Loss Resistance'

Jim H motioned to adjourn the meeting at 7:04 pm. Annie seconds.

Notes taken by Kendra Varnon

**Frederick County Consumer's Cooperative
Board of Directors Meeting
June 28, 2012
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Board members present: David Cloutier, Jim Jenkins, John Beutler, Annie Marshall, Annette Stefancic, Patton Allen, Jim Hanna, Julie Richards, and Margie Lance

Staff members present: Sarah Lebherz, Kendra Varnon

The meeting was called to order at 6:09 pm, by David Cloutier Board President. A quorum was present.

Consent Agenda

Consent agenda removed.

John motioned to accept addition Owner Refund #4836, Jim seconded and the motion passed unanimously.

May Board Minutes

Changes to the May Board Minutes include:

Annette Stefancic was in attendance.

Annie moved to approve May minutes as amended. Jim H seconded and the motion passed unanimously.

Board Electronic Monitoring – D5 BOD Member Code of Conduct

100 % compliance

General Manager Monitoring – B5 Communication and Counsel to the Board

Sarah reported that 7 Board members responded to the survey. B5.1 had partial compliance referring to the timeliness of reporting because of the customer survey and staff survey is not yearly. Instead of modifying the collection times, the GM will report on other data.

B5.1 discussion – Sarah has previously explained why we do not collect surveys more frequently and will include other data in the non-survey years. The survey data will remain in the report but there will be other elements will be added. (Exit interviews, customer counts, basket sizes, comment card/stories)

Sarah also addressed the comment about making the board website open so all board members can post items like minutes from task force meetings. We will choose to adapt as we go. Email things to post to David, John, Kendra or Sarah.

Jim J motioned to accept reports as is. John seconded and motion passed unanimously.

CCMA Reports

John reported: There was an interesting workshop on the idea that all co-op employees 401k plans go to the other part of the economy. Co-ops should create a way to bring some of that money into the co-op world via a Co-op reinvestment fund. Princeton graduate students are working on the beginning of a plan this summer.

Annie reported: Art Sherwood workshop – during their expansion project they used a new way of interacting with the general manager. The board started with ideas on a “creatively plane” and brainstormed. Then took those ideas at another time and filtered through a “limitation plane”, then presented those ideas to the GM. This helps the GM feel more secure in the Board support. (Specifically with the expansion policy) Board agrees on the limits of what’s to be done, then presents the policies to the GM and does not add more later or change them.

David reported: Idea from an accounting session: Most co-ops have a sub-group of the board that sits down with the auditors and goes through the report in detail, then gives an overview to the board. Usually our Board Treasurer does this, however we will just announce at a board meeting when the auditor is going over the report and whoever is available to come from the Board can come.

David reported: Referring to the session run by the Board president from Outpost: Outpost has a vetting process for Board of Director candidates. All applicants are interviewed by the Board using the same standard questions for everyone. They must not have any conflicts of interest and sign code of conduct before qualifying as a candidate. Those who get “Board Approved” get stars next to their profiles on the ballots.

Margie reported: There was workshop on co-ops that are investing in local farming/loaning programs. Some start loan programs with a cap of how much to loan out. Local nonprofits allow the members to invest in themselves. Some money comes through the co-op then the rest comes through the members. We should look into supporting small farms and local agriculture. (Ideas like crop insurance or helping a local butcher get started.) La Montanita is a micro lender for their community, their program is a win-win with low interest microloans for those who needed it and investors received a 4% return. They partnered with a local credit union just to help manage/administer the program.

John reported: The keynote by Mike Sansolo was about really pushing people to look at the current economic situation and all the trials people are dealing with. Co-ops should offer high value choices, not necessarily high prices, just high value. Who are the people we are not reaching out to? We are just a small fraction of our community how to reach the other sections. Onion River Co-op has a food for all program 10% discount for everyone on government or state assistance.

18-19 new co-ops have opened since last year. All different types of places, urban, rural, college etc...

Margie reported that the auction items sold well.

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Margie reported: Tacoma Park is really interested in coming to one of our Board Meetings. Maybe we should also consider observing on of their meetings.

John reported: On Thursday night around 12 people discussed how we should have another source to keep Board of Directors from all over the nation more in contact with each other. Something like a blog or website, more than just a listserv.

Annie reported: In the Weavers Way original store, the wellness manager commented on Jane Rhodes. She is very well respected in the Co-op wellness world. Kudos to Jane!

Social Media Committee Quarterly Plan

Jim J handed out the social media posting plan for the 3rd quarter. Annie Marshall will fill in the four TBD posts. Committee motioned to approve, Margie seconded and the motion passed unanimously.

Initial Ownerfest planning/IYC Check-in

We have secured a large tent for OwnerFest and will move forward with similar layout as last year. It will also be IYC themed, meaning we will mix local vendors and other co-op vendors (Equal Exchange etc..)

Partnership Task Group – in conjunction with IYC they would like to do a promotion with other co-ops in the county in October. We want to reach out to all of the local co-ops to see if we can do a major advertisement. We are looking for approval from the Board to speak out on behalf of the Board of Directors of The Common Market. We will be going to say that it is the IYC 2012, and the Board of Directors of The Common Market would like you to join with us to promote this year and highlight how beneficial we are to the local economy. Have local advertising and some sort of meeting in October (the month of cooperatives) we would like to promote the local cooperatives and what we are doing in the area. Provide a little bit of information and education about what co-ops are in the area and how we support the community. Also ask what ideas they might have to work together on. We want to highlight awareness of co-ops, why they are important to the economy and what we do.

The Board gave permission to go ahead and initiate conversation about joining the proclamation and also about the press release. The task group will draft something to say/send to the co-ops and pass it around via email and continue discussion further on. They will be contacting the coops within the next month.

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Odds and End

BOD Elections update - Two people came to the information session on Wednesday, we will have another session this Saturday.

John – MAFCA's meeting is in Philadelphia from 11-4 on Sunday July 15th at Mariposa.

John informed the Board that: The co-op, Purple Dragon, received a cease and desist order and will be charged 1,100 per violation concerning organic certification. They are not certified handlers of organic food. However they should be considered a retailer not a handler. Just something to watch.

Jim J motioned to adjourn the meeting at 8:13 pm. Pat A seconds.

Notes taken by Kendra Varnon

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Board members present: David Cloutier, Jim Jenkins, John Beutler, Annie Marshall, Patton Allen, Annette Stefancic, Jim Hanna, Julie Richards, and Margie Lance

Staff members present: Sarah Lebherz, Kendra Varnon

The meeting was called to order at 6:00 pm, by David Cloutier Board President. A quorum was present.

Consent Agenda

Move GM evaluation to the end of the meeting on the agenda and add Owner Refunds #2887 and #4928.

Voting to accept changes passed unanimously.

Board Electronic Monitoring – D4 Officers Roles

100% compliance – wording in Treasurer Report suggest that the treasurer presents the audit to the board, when the auditors are the ones that present to the board. Leave as be, it is the treasurer's responsibility to delegate that responsibility.

Expansion Task Force: Initial Report and Discussion

David reported on the ideas and plans the committee has been discussing. These are not solid plans, just options that we are exploring. He reviewed the facts about our projected future, the options to handle the projected future, and the tasks that would have to be taken care of in order to choose and put an option into place.

General Manager Monitoring – B3 Financial Condition

Sarah reported on B3: full compliance. We will be having a patronage rebate and the specifics will be available and reported on next month once the audit is complete.

Jim J motioned to approve report as is. John B seconded and the motion passed unanimously.

General Manager Monitoring – B2 Financial Planning

Sarah Report on B2: reviewed the projected income, expenses, and cash flow for fiscal year 2013. (See detailed report) We are expected to pay back the last of the Owner Loans come October 2012.

Margie L motioned to approve report as is, Pat A seconded. Motion passed unanimously.

Review of Board Candidate Applications

Jim announced that we have 7 candidates to run for the Board this year. Two of the candidates came to the info sessions; one came to a board meeting.

We should document the information of all applicants so that we can use them as resources when needed. Also make a spreadsheet to track those who have applied and their contact information. Jim took volunteers for ballot counting.

Odds and End

The Partnership Task Force had nothing to report.

As requested from a previous meeting, Margie contacted TPSS about the Boards meeting together. The monthly meeting dates of both boards were not conducive to meeting together. It was left with the TPSS Board to contact us about getting together.

Takoma Co-op is hosting the MAFCA on October 20th

MAFCA – Met in Philadelphia on July 15th, it was well attended. They adopted official by-laws and now have formal board members.

GM Evaluation

The Board convened to Executive Session at 7:55pm.

Notes taken by Kendra Varnon

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Board members present: David Cloutier, Jim Jenkins, John Beutler, Patton Allen, Annette Stefancic, Jim Hanna, Julie Richards, and Margie Lance

Board members absent: Annie Marshall

Staff members present: Sarah Lebherz, Kendra Varnon

Other Attendees: Barbara Cline-Roman and Lisa Frushour

The meeting was called to order at 6:00 pm, by David Cloutier Board President. A quorum was present.

Consent Agenda

Consent Agenda removed. The following changes were made to the agenda:

Social Media update was moved to next month's meeting.

Executive Session was moved to after odds and ends.

Partnership Task Force update was added to odds and ends.

Additional Owner refunds (#2220 #4189 #4026 #4851) were added to the agenda.

Voting to approve the added refunds, passed unanimously.

July Board Minutes

Changes to the July Minutes include:

The following should be added to Odds and Ends -

"The Partnership Task Force had nothing to report.

As requested from a previous meeting, Margie contacted TPSS about the Boards meeting together. The monthly meeting dates of both boards were not conducive to meeting together. It was left with the TPSS Board to contact us about getting together."

Voting on approving adjusted July Minutes passed unanimously.

Audit Presentation

Barbara Cline-Roman (CPA for The Common Market) and Lisa Frushour distributed the draft of the audited fiscal year-end statements for June 30, 2012. They are still working on the final income tax numbers, so those were not present in the report. Her report included a Management Letter, Balance Sheet, Statement of Operations (Income Statement), Statements of Members Equity, and Statement of Cash Flows, each of which the Board reviewed and discussed. The statements will remain a draft until decisions are made regarding the Patronage Rebate Distribution and we have the final income tax

numbers, both of which are in process. She also reviewed the Memorandum of Advisory Comments and Required Communication.

Patronage Rebate Proposal

Sarah presented a proposal for the distribution of a patronage rebate based on the FY2012 audited statement results. With the tax returns not complete, this is an estimated draft. John B. moved that the Board allocate 100% of the Owner sourced net income to Owners, that 21% of the allocated profits be distributed to Owners and that we set the minimum amount for distributing a patronage rebate to be \$2. Pat A seconded and the motion passed unanimously.

Electronic Monitoring – D1 Governing Style

100% compliance.

General Manager Monitoring – B7 Customer Service and Value

Sarah Report on B7: fully compliant. Survey results were based on the survey that was generated earlier this month. Mostly Owners responded. Sarah recommended removing B7.5 this from the report because it is duplicating the same data as the ends report.

Pat moved to eliminate 7.5 Jim H seconded and the motion passed unanimously.

Jim J motioned to accept report as is. John B seconded and the motion passed unanimously.

Final OwnerFest Planning

Board will be serving the onion dip and handling the raffles (3 prizes).

Partnership Task Force is working for a proclamation by governments by October. At OwnerFest, we The Co-op will make a proclamation for the International Year of Cooperatives, during the board meeting session.

**Frederick County Consumer's Cooperative
Board of Directors Meeting
August 23, 2012
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Odds and End

MAFCA – the next meeting is Saturday October 20th, at Takoma Park, MD. John is now officially the Vice Chair and they are currently working on job descriptions.

Election plans – Ballots are steadily coming in. Sarah, Jim J, Annette and Kendra will start the validating process at 4:00 on Friday, September 14th. The counting is set up for 6pm on Tuesday the 18th. Winners of the election will be called that night or the next day.

Partnership Task Group Update – Margie reported that October is going to be proclamation month for governance, through the county and the city. They will divvy up the co-ops to start contacting. We will not be asking for any information or data, just participation. We will possibly move forward with an ad, featuring the logos and a small paragraph out of the proclamation as a header. We will enlarge the proclamation to have at the Board's table during OwnerFest. Owners will have a chance to sign it, before and after the Board announces the proclamation.

Good of the Order

Pat's cousin is on the Board of Directors for a timeshare, they talked about liability insurance for the board members. Wondering if we have liability insurance. – We do.

Pat – Country life retirement and places like that have a bus that once a month travel to grocery stores. Could we look into somehow providing one to come here on Wednesdays or ask to become one of the stops? – Sarah will look into this.

General Manger Compensation Proposal

The Board convened to Executive Session at 8:05

Notes taken by Kendra Varnon

**Frederick County Consumer's Cooperative
Board of Directors Meeting
September 27, 2012
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Board members present: David Cloutier, Jim Jenkins, John Beutler, Annie Marshall, Patton Allen, Annette Stefancic, Jim Hanna, Margie Lance and Maria Acker

Staff members present: Sarah Lebherz and Kendra Varnon

The meeting was called to order at 6:03 pm, by David Cloutier Board President. A quorum was present.

Welcome of new/returning Board members

Consent Agenda

Consent Agenda was approved.

Additional Owner refund (#4696) was added to the agenda.

Jim J motioned to approve additional Owner refund. Jim H seconded and the motion passed unanimously.

Formal Patronage Rebate Approval

Jim J motioned to approve fiscal year 2012 end audited statements and CPA report and patronage rebate as submitted. John B seconded and the motion passed unanimously.

Electronic Monitoring – D9 BOD Advocacy

100% compliance.

GM Monitoring – A Ends Policies

Sarah reviewed the data she supplied to support each individual Ends Policy.

End #1: Local sales numbers are what they are because there are other options for people to buy local (directly from the farm, at farmer markets etc.) we have a goal to be able to sell more local meat, it is currently low because of the supply available not because of the demand.

End # 2: New point of data - Sales of Goods from other cooperative businesses.

End #3: New points of data - social media (weekly total reach), increase in annual meeting attendance, and increase in voting percentage.

End #4: New points of data - organic sales and recycled waste in pounds.

David addressed the board with the following questions: Are we happy with all the operations definitions, is there adequate data, and does the data demonstrate a reasonable accomplishment of the ends? The board answered yes to all the above mentioned questions.

**Frederick County Consumer's Cooperative
Board of Directors Meeting
September 27, 2012
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David motioned to approve the report and Jim H seconded.

Pat A. moved to table the motion and Margie seconded the motion to table the approval passed with 6 for and 3 against.

OwnerFest Wrap-up

It was an amazing day. Next year tweak the layout to avoid bottleneaking. (Move drinks to the end or a completely different place) Maybe no piñata next year. The layout overall was great, lots of food, great vendors. It was a very smooth meeting and extremely well attended.

Social Media Committee posting plan approval

Margie motioned to approve the 4th quarter social networking posting. Annie seconded and the motion passed unanimously.

Odds and End

MAFCA – John reported that the meeting at Takoma Park Co-op on Oct 20th will start with a store tour at 11am followed by lunch at noon and the meeting will be 1pm - 4pm. The 2nd speaker will be talking about his food hub program.

Outreach to BOD Candidates – Jim J called everyone and gave their emails to John so he can contact them about the Advocacy Committee.

Sarah suggested giving a thank you card and gift card to Julie Richards.

Pat A moved to approve a gift for Julie for the amount of a \$50 gift card as recognition for an outstanding job as treasure. Annie seconded, the motion passed with 8 for and one abstention.

Thursday October 18th (at 10am) the Board of county commissioners will be reading the proclamation.

Sarah - we will be paying off the remaining Owner Loans on Oct 15th.

Good of the Order

Annie: Annapurna's kitchen, arranged by The Unschool of Yoga, is a monthly dinner, pay what you can. It happened every third Sunday of the month at 6pm at Café Nola. Open invitation to come. So please come!

Margie: Provided the Board with a brochure from the Sustainability Committee meeting. The brochure addresses farmers/farm efforts to keep chemicals out of the Bay and other information on farming and food.

John motioned to adjourn the meeting at 7:58 Jim J seconded.

Notes taken by Kendra Varnon

**Frederick County Consumer's Cooperative
Board of Directors Meeting
October 25, 2012
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Board members present: David Cloutier, John Beutler, Annie Marshall, Patton Allen, Annette Stefancic, Jim Hanna, Margie Lance and Maria Acker

Board members absent: Jim Jenkins

Staff members present: Sarah Lebherz and Kendra Varnon

The meeting was called to order at 6:06 pm, by David Cloutier Board President. A quorum was present.

Consent Agenda

Consent agenda approved.

GM Monitoring – B3 Financial Condition

Sarah reviewed the financial condition report. We had a strong quarter, shown with supporting graphs. The growth was strongest in café and produce. Margie moved to accept the report. Annie seconded and the motion passed unanimously.

Ends Report Discussion

Sarah reviewed the addendum to the ends report - added customer survey information. Kendra reviewed the progress of the Owner Drive in connections with co-op education.

Pat moved to approve the ends reports. Annie seconded and the motion passed unanimously.

1. What does the report tell us about ongoing needs for Owner engagement?

Owner engagement is one of the hardest things to manage and measure. Committees seem to be a good avenue to grow on to include more Owners. Owner count is growing faster than customer count, which is a good sign of the owner increase growing more than the general customer growth. Community room workshop attendance is pretty much flat in comparison to the increase of Ownership and customer count. Sometimes the class issues may be scheduling conflicts, we only offer it once, why not offer several different dates and repeat the classes. (Start an academy, set yearly schedule) are we linking up to the Owners in terms with the educational ends?

Jim H volunteers to be a committee of one to gather all the ideas on the educational ends and provide a collected report.

2. What does the report tell us about ongoing needs for board learning and education?

We need to learn about the percentage of our Owners voting compared to the percentage of Owners voting at other co-ops. Environmental resources are not known to our Owners enough. They are not aware of what we do, periodically. (Score card) as well as educating ourselves (the board) in what we do environmentally and what it impacts. However we don't own our

**Frederick County Consumer's Cooperative
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building, we rent, so we have more behind the scenes things because we can't make big physical changes like solar panels and eliminating runoff. Are there things we can be doing to foster the local food economy beyond the things we are already doing to help the supply side of things? We need to start the shift from the conversation of organic v conventional to real food v treated food.

Partnership Task Force Report

Margie reported on idea's they have brainstormed and researched. (Partnership Task force includes: Margie, Annie, Pat and Julie, they started in March and were charged with exploring partnership opportunities with schools, hospitals, etc.) Listed below are the five categories/task they wanted to explore but they were concerned that some of the idea's they are focusing on were encroaching on operations and expansion task force. So they refocused and propose to take on the proclamation with other co-ops. They resulted with 6 other co-ops from the community supporting us in the Proclamation. Task force will be looking for some direction on what to focus on while at the retreat.

- Connect to local businesses
- Cooperate with other co-ops
- Work with businesses and non-profits
- Partner for pilot food programs (hospitals and schools etc.)
- Placement of common Market product in CSAs

Retreat plan update

We will digest the task force reports for the retreat. The idea is to come out of the retreat with more concrete and clear tasks for the coming year. The retreat will be Sunday November 11th at the same place it was last year, 8:30 – 4pm.

CBLD renewal

\$6,150 is the cost to renew, that's a 300 increase. With that comes 15 hours of Michael's time (consulting), the retreat, availability of all the online resources, as well as other educational conferences. Annie motions to accept the renewal. Jim H seconded. 7 voted for, 1 abstained. Motion passed.

MAFCA report

John reported on the regional meeting that happened on the 20th. Toured the store, the meeting was held right across the street and had 2 different speakers. The President of Takoma Co-op gave a very informative talk about their expansion plans. The other speaker works for the Winrock Foundation, and focused on food hubs. (Maybe we could have him talk to us about ideas to explore food hub options.) MAFCA is thinking about doing a conference. There is a lot of discussion and possibility on what that may entail.

**Frederick County Consumer's Cooperative
Board of Directors Meeting
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Timeline for PR email/call

Kendra reported on the suggested timeline for contacting Owners to remind them to redeem their vouchers.

Odds and ends

David suggested that we cancel the November board meeting. It's so soon, the retreat would be two days later, and we don't have anything pressing to cover.

Pat moved to skip the November meeting, Jim H second. Motioned passed unanimously.

Good of the Order

Margie: Julie went to Haiti with Chris for 3 days and got to see the twins.

Annie: Thanks to everyone who came to Annapurna's Kitchen on Sunday. And thank you to the co-op for the donation and putting them as a Bring a Bag for change recipient. It reached more and new people who needed it. YAY!

Pat: Fort Collins has an up and coming co-op. There isn't one in Boulder or Denver.

Jim: Honey Bill – are there regulations for that? No, it does not direct any required regulations; it gives a solid platform for legal actions.

Margie motioned to adjourn the meeting at 8:30pm Pat A seconded.

Notes taken by Kendra Varnon

**Frederick County Consumer's Cooperative
Board of Directors Meeting
December 13, 2012
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Board members present: David Cloutier, Jim Jenkins, John Beutler, Annie Marshall, Patton Allen, Jim Hanna, Margie Lance and Maria Acker

Board members absent: Annette Stefancic

Staff members present: Sarah Lebherz, Kendra Varnon, and Kathleen Weaver

The meeting was called to order at 6:02 pm, by David Cloutier Board President. A quorum was present.

Consent Agenda

Consent agenda approved.

John motions to approve additional Owner Refunds #2181 (moved) and #3588 (found one closer to home). Jim H seconded and motion passed unanimously.

Electronic Monitoring 0 D10 Social Media & C4 Monitoring GM Performance

The board discussed the comments on the social media questions and decided to add a N/A or Don't Know button to make sure someone didn't accidentally skip a question.

Are we using social media to communicate about our ends? Not yet, however we are in compliance with all part of these policies.

David will add a further discussion of social media and ends communication to a Board agenda in the first half of 2013.

GM Monitoring – B1 Staff Relations

Move this report to March – there is a staff survey that won't happen until after the holidays and Sarah will be absent for the February meeting. We will move this report to February overall – March this year.

Post-retreat Board Planning

1. Decide on key learning pieces for expansion: (what those are and how we are going to pursue them)
This refers to items 1-6 on the retreat summary. Should we learn something about market studies? Sarah suggested that she could give a presentation on what the last market research report included and what exactly it was so we know what to expect in the new information. Sarah will report on this on April. (15 min recap)
2. Discuss/decide on research vehicles/process: (scenarios and case studies) {Ideas on how to gain knowledge: articles, case studies, conference calls, interviews, site visits, CCMA, MAFCA} Sarah and Michael will compile a bibliography of articles for everyone to read then discuss at meetings. We will devote the first half of the year to learning, then the second half of the year we will develop questions that we want to glean from each category. January through May will be study months during which we will all bring other articles to board meetings. Don't have online discussions, save all comments for Board meetings.
Should the Board investigate capital strategies the back end of this year or wait until next year? Start this at next year's retreat and investigate possible retreat programming with an expert in co-op financial issues.
3. Revisit possible futures for partnership items: Partnership strand will be tabled until the December 2013 meeting, when it will be re-discussed.
4. Revisit strategic plan: We will finalize a strategic plan in January.

Social Media Plan Approval

Jim J, John, Annie, and Maria are the social media committee. Margie motioned to approve the social media posting for the next quart as is, Annie seconded. Motion passed unanimously.

Elect Officers

President: David and Jim J nominated / David wins by majority vote

Vice President: Jim J nominated / acclamation, all in favor

Treasure: Maria nominated / acclamation, all in favor

Secretary: John nominated / acclamation, all in favor

**Frederick County Consumer's Cooperative
Board of Directors Meeting
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Odds and ends

Timeline for PR email/call: Kendra reported on the Patronage Rebate Stats and passed around the schedule for people to help make phone calls

GM Report: Sarah gave a general overview of what's happening in the store. Market study research is coming up and we will need volunteers, \$15 gift card with each 3 hour shift for those helping gather information.

January Meeting Plans: Potluck dinner at Maria's house in Brunswick.

Good of the Order

The advocacy committee is going to have a meeting next week.

Pat A reported - There was a mention on Facebook that a mother prefers shopping at MOMs because she is more comfortable with her infant there. Many people chimed in and agreed. - ODD

Annie – Please come to Annapurna's Kitchen third Sunday, 6-8pm at Café Nola.

Pat motioned to adjourn the meeting at 8:08pm Jim J seconded.

Notes taken by Kendra Varnon