

Board Members present: David Cloutier, Pat Allen, Annie Marshall, Annette Stefancic, Jim Hanna, Julie Richards, John Beutler, Margie Lance  
Absent Board Members: Jim Jenkins  
Staff members present: Sarah Lebherz, Alison Fowler

The meeting was called to order at 6:00 pm, by David Cloutier, Board President. The agenda was approved as submitted. David announced that the February 24<sup>th</sup> Board meeting and potluck will be held at Pat Allen's house.

### **Consent Agenda**

Owner refunds #1996, #4494, #3314, #2588, #1961, #1105 and #2698 were approved as submitted.

### **December Board Minutes**

Modifications to the December Minutes include: correcting the spelling of Jim Hanna's last name and correcting the Board Elections motion to read: "Margie moved that the Board slate of Officers of David for President, Jim Jenkins for VP, John Beutler for Secretary and Julie Richards for Treasurer be voted for by acclamation."

### **Electronic Monitoring – C3 Delegation to the General Manager**

Per the results of the on-line survey, the Board rated themselves compliant with the policy. However, the Board discussed the wording of line item C3.3 to reflect an action on the part of the Board instead of the General Manager. The Board decided the language should read: "As long as the GM uses any reasonable interpretation of the Board's Ends and Executive Limitations Policies, the Board shall allow the GM to make all further operational policies, decisions, take all actions, establish all practices and develop all activity for the operation." David will provide a revised copy of C3 Delegation to the General Manager for the February consent agenda.

### **Electronic Monitoring – D6 Board Committee Principles**

Per the results of the on-line survey, the Board rated themselves compliant with the policy. No further discussion or action was required at this time.

### **GM Monitoring Report – Policy B3 Financial Condition**

Sarah presented a monitoring report for Policy B3 – Financial Condition. The report included 2<sup>nd</sup> Quarter Income Statement and Balance Sheet. Margie moved the Board accept the report as submitted. The motion passed unanimously.

### **GM Monitoring Report – Policy B4 Asset Protection**

Sarah presented a monitoring report for Policy B4 – Asset Protection. Sarah presented a plan for compliance with regard to line item B4.6.2. Margie moved the Board accept the report as submitted. The motion passed unanimously.

### **Board Discussion Policy C4 – Monitoring GM Performance – paragraph 5**

Per discussion from the December Board meeting, the Board decided to reword paragraph 5 regarding the General Manager evaluation timeline. The Board decided on the following language: “The Board’s annual evaluation of the General Manager, based on a summary of monitoring reports received from July to June, will be made at the July meeting through a review of the GM policy monitoring chart. The Board will conduct its decisions concerning the compensation package no later than the August meeting. The Board will complete the GM compensation process no later than the September meeting.” David will provide a revised copy of Policy C4 – Monitoring GM Performance for the February meeting consent agenda.

### **Pharmacy Decision**

The Board discussed any further action needed regarding the Pharmacy proposal that was presented by Igor Cerny at the November meeting. Margie moved that the Board table any Pharmacy action at this time. Jim Hanna seconded and the motion passed with 5 votes for, 2 against and 1 abstention.

### **Planning for Owner Linkage**

In the absence of Jim Jenkins, Sarah and Alison shared the ideas for Owner linkage during the February Owner Appreciation Days. Alison distributed a sign-up sheet for coverage on February 17, 18 and 19. The Board will have special badges made and will be “stationed” at product demo areas.

### **Odds and Ends**

- Bulk Containers – Sarah informed the Board that the MD State Health Department has now permitted the use of bulk refills, as long as they are clean, washable containers
- CCMA Budget – David informed the Board that the Governance budget includes funds to send three Board members to CCMA. Pecking order would provide a slot for Jim Jenkins, as he has not attended before, and David, as Board President. Further discussion will take place at other meetings.

### **Good of the Order**

- Board members shared a variety of news and thoughts.

Margie moved that we adjourn the meeting at 7:49 pm. John seconded.  
Notes taken by Sarah Lebherz

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Board Members present: David Cloutier, Pat Allen, Annie Marshall, Annette Stefancic, Jim Hanna, Julie Richards, John Beutler, Margie Lance, Jim Jenkins  
Absent staff members: Sarah Lebherz, Alison Fowler

The meeting was called to order at Pat Allen's house at 6:15 pm, by David Cloutier, Board President. The agenda was approved as submitted.

### **Consent Agenda**

Owner refunds, C3 and C4 policy revisions, and January minutes were approved as submitted.

### **Electronic Monitoring – D3 Agenda Planning and Minutes**

Per the results of the on-line survey, the Board rated themselves compliant with the policy. Eight of nine directors participated, and all items were rated fully compliant.

### **GM Monitoring Report**

No report was scheduled for this month.

### **Seeing the cruise ship on the bus- Owner linkage**

This was intended to foreshadow next month's B7 report by discussing what sort of data do we want to see to characterize the state of owner linkage. How can Sarah respond to the "deeper" aspects of customer needs, beyond the very effective customer request and complaint system. The board members' experiences at Owner Appreciation Day were recounted. Some would like the details behind the data, the results versus describing the system. Should owner surveys be more frequent? How successful are courses? What is the enrollment? We'd like to see sales data and trends like what was shown at the retreat.

On this note, David mentioned that Sarah has contracted with an organization to do a CATS survey of market penetration (using census tracts) from March 23-27<sup>th</sup>.

### **Planning update on Board-Owner linkage**

Jim Jenkins led a discussion. What would it be like to have a board presence in the store on non OAD? Bagging, sample table? Impromptu oral surveys in the store?

Coop-to-coop linkage was also discussed in the context of a possible local partnership. We should come up with a list including Equal Exchange, Organic Valley, Ace Hardware, Southern States, credit unions, etc. This could be linked to the 2012 International Year of Coops.

### **Patronage rebate**

Data showed very good redemption. The board felt this should be written up in the newsletter.

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**Board Expenses**

MAFCA – . John will attend the meeting in Brooklyn Feb. 26<sup>th</sup>. Travel costs have been budgeted, and an expense report should be filed

CCMA – Six board members want to go, there is budget for 3 or 4. David will work on ways to facilitate attendance.

**Good of the Order**

Wegmans is soliciting local produce vendors.

The meeting was adjourned in favor of a potluck dinner.  
Notes taken by John Beutler

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Board of Directors Meeting

March 24<sup>th</sup>, 2011

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

Staff members present: Sarah Lebherz

The meeting was called to order at 6:08pm, by David Cloutier, Board President.

### **Consent Agenda**

All items on the consent agenda were approved including: February Board minutes, and Owner refund #3015.

### **Board Monitoring D8 Board Recruiting, Development and Expenses**

Per the results of the on-line survey, the Board rated themselves compliant with the policy. The Board discussed the timing for the distribution of the survey. The Board decided the survey should be distributed at the same time the rough agenda is emailed out.

### **General Manager Monitoring B7 Customer Service**

Sarah reported full compliance with Policy B7 Customer Service. The Board discussed additional data points that could be considered for reporting on Policy B7.5: Include the use of Community Room for outside folks. John moved that we approve the monitoring report for B7 as submitted. Jim H. seconded and the motion passed unanimously.

### **General Manager Monitoring B8 Ownership**

Sarah reported full compliance with Policy B8 Ownership. The board discussed the layout of the grid for B8 and how to clarify the differences between establishing programs and maintaining programs. Jim J. motioned to approve the monitoring report for B8 as submitted. John seconded and the motion passed unanimously.

### **Owner Linkage – Preparing for Monitoring of B3 – Financial Condition**

The Board reviewed Policy B3 Financial Condition and discussed what data they would be looking for to carry out their responsibilities regarding Owner linkage and fiscal responsibility. Suggestions included: profit, sales growth, trends, items that would indicate if the produce reset was successful.

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### **Initial Ends Monitoring Discussion**

Sarah presented initial interpretations and possible measurements for the Ends Policies. The Board discussed each policy and offered suggestions for additional measurements including: using seasonal averages for local produce vs. annual numbers, measuring increase in ownership relative to something such as population growth or sales growth, including bulk sales % as a demonstration of sustainable product sales, bag re-use from the Bring a Bag for Change program and number of recycled CFL's and batteries.

### **Advocacy Committee Update & Planning**

John asked for any topics for the advocacy committee to research. No particular action needed at this time.

### **Customer Assessment Transaction (CAT)**

Sarah went over the schedule and instructions for conducting the interviews for CAT survey.

### **MAFCA report & future meeting possibilities**

John reported back on the MAFCA meeting he attended that took place in New York at the Park Slope Co-op. He said much of the focus of the Steering Committee has been on planning the upcoming conference for start-up co-ops in Philadelphia on April 16. John asked if the Board was interested in hosting the next MAFCA meeting in July. The proposed dates are either July 16, 17, 23 or 24. The Board expressed support for hosting the MAFCA conference. John and Margie will work on locating a venue and planning. They will update on progress. Sarah offered to conduct a store tour and to provide beverages for the conference.

### **Board Development and Board Days**

Jim Jenkins reviewed dates for Board Saturdays and other upcoming outreach opportunities. He passed around a sign-up sheet for next months Board Saturday: April 16 for time slots of 10am -12noon and 12noon-2pm. He reiterated this is volunteer time and it is not imperative for both slots to be filled completely. The Board asked to post outreach event opportunities and the Board Saturday sign-up list on the google site. Jim J. went over the election timeline and process for this year. Julie and Annette volunteered to serve on the Board Development Committee to support election activities. Jim J. will make revisions to the Election timetable for review at the April Board meeting.

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**CCMA (Consumer Cooperative Management Association)**

Margie, John, Jim J. and David Cloutier will be attending CCMA this year June 16-18 in San Diego, CA. In order to keep within the training budget, David asked the directors to cover their own incidental expenses.

**Odds and Ends**

- Margie reported the Red Horse and The Common Market were recognized by the Sustainability Commission for their sustainable business practices.
- Annie reported about her conversation with a customer regarding attendance at a Board meeting.
- Annie reported she will not be able to attend Ownerfest this year.
- Julie reported that she found Green Sanctuary Natural Foods Buying Club in Washington County – they have a website.

**Good of the Order**

A Board Member moved that we adjourn the meeting at 9:02 pm.

Notes taken by Sarah Lebherz

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

Board member absent: Margie Lance

Staff members present: Sarah Lebherz, Alison Fowler

The meeting was called to order at 6:04pm, by David Cloutier, Board President.

### **Consent Agenda**

All items on the consent agenda were approved including: March Board Meeting Minutes and Owner Refunds #2273, #2429 and #4395.

### **Board Monitoring C1 Unity of Control and C2 Accountability of General Manager**

Per the results of the on-line survey, the Board rated themselves compliant with both policies C1 and C2. No further action required at this time.

### **General Manager Monitoring B3 Financial Condition**

Sarah presented the monitoring report for Policy B3 Financial Condition. Jim J. motioned to approve the monitoring report for B3 Financial Condition as submitted, Annie seconded. The motion passed unanimously.

### **Discussion of Financial Condition Targets**

The Board discussed the benchmarks used in the B3 Financial Condition Policy. The Board felt comfortable with the key indicators that are currently used for setting benchmarks for store performance, but agreed to update the benchmarks using current trends and performance. The Board asked Sarah to submit a proposal on new benchmarks using data from NCGA and other large co-ops. John and Annie suggested adding additional key indicators such as sales per square foot and inventory turns. Sarah will bring a proposed policy revision to the May Board meeting.

### **Board Budget Proposal FY12**

Julie presented the Proposed Board Budget for Fiscal Year 2012. The Board discussed whether or not to budget money for CDS regional conferences or other training and/or conference opportunities. The Board decided to use the same dollar amount originally allocated towards 9 CCMA attendees, but to



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spread this out over the entire year to allow for attendance at conferences throughout the year, including some Board attendees at CCMA. Julie will bring a revised Board budget to the May meeting.

### **Advocacy Committee Update & Planning**

John updated the Board on the status of honey labeling in Maryland. The Advocacy Committee (John and Jim H.) will provide a written report for the May meeting listing recommended actions. John presented another local issue: the Farm Estate Tax Bill. Pat moved that the Board authorize the Advocacy Committee to explore the Farm Estate Tax Bill and present a written report after conducting research. Annie seconded and the motion passed unanimously. John also read an article regarding the definition of local foods and labeling in Maryland. No further action is needed on the local labeling issue at this time.

### **Co-op to Co-op Linkage/Year of the Co-op**

Jim J. passed out a list of co-ops that are NCBA members in the MD, PA and VA area. Jim also spoke about a database of 29,000 co-ops (not just members of NCBA) that he is seeking to gain access. Jim offered to write an article for the newsletter about other co-ops in our neighborhood to inform Owners. Jim also discussed the NCBA activities towards naming 2012 the Year of the Co-op. Jim suggested ways in which The Common Market could link to this campaign such as: using the Year of the Co-op logo on a collector's bag, having the Mayor acknowledge 2012 as the Year of the Co-op, having the Board host a Co-op Day during Co-op Month or inviting other area co-ops to speak at Ownerfest. Jim will continue to monitor and report on other opportunities.

### **Board Days/Board Election Update**

Jim J. updated the Board on the last Board Saturday and his experiences linking with Owners and other Co-op shoppers. He encouraged Board members to sign up for future Board Saturdays and passed around a sign-up sheet for volunteers.

Concerning Board elections, Alison passed around an updated calendar including revised dates for ballot counting and other election activities.

### **Odds & Ends/Good of the Order**

Lovettsville email – John updated on an email from the Lovettsville Co-op seeking suggestions for fundraising. John will respond and offer other contact including River Valley Market and NCBA.

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MAFCA Meeting – July 23<sup>rd</sup> 12-5pm – The Common Market will host this MAFCA meeting. The library is not available for that afternoon. Margie will be searching for other venues.

CCMA Silent Auction – the Board discussed ideas for the CCMA silent auction – the Board agreed a “Frederick Basket” would be best including Lebherz oil and vinegar and other local items such as Volt coffee. Jim J. and Annie will purchase items, decorate and ship and were approved for a budget of \$100.

Gifts of Good Earth – Annie sought feedback regarding a linkage project with Gift of Good Earth. Sarah reported that the staff have also been contacted. The Board decided not to do anything at this time given the minimal chance for success with raised beds on asphalt/cement.

John – announced an article in the paper about Giant closing on Route 40.

David – announced his recent visit to Seward Co-op.

Annie – informed that she has been impressed with the changes in the Café, David agreed.

John moved the meeting adjourn at 8:25pm.

Notes taken by Sarah Lebherz

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May 26, 2011

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Board members present: Jim Jenkins, Pat Allen, Jim Hanna, Julie Richards, John Beutler, Margie Lance, and Annette Stefancic (arrived during Revised Financial Condition Target discussion)

Board members absent: David Cloutier, Annie Marshall

Staff members present: Sarah Lebherz, Alison Fowler

The meeting was called to order at 6:02 pm by Board Vice President, Jim Jenkins. A quorum was present.

### **Consent Agenda**

The April Board Meeting Minutes were pulled from the consent agenda. Other items on the consent agenda were approved including Owner refunds #3795 and #4267.

### **April Board Minutes**

Pat requested the following change to the Board Minutes: General Manager Monitoring B3 Financial Condition second sentence should read "Jim J. moved to approve the monitoring report....." instead of "Jim J. motioned to approve .....".

### **Board Monitoring D2 Board Job Description and D7 Relationship to Owners**

The Board rated themselves compliant with Policies D2 Board Job Description and D7 Relationship to Owners. No further action needed at this time.

### **General Manager Monitoring B6 Emergency Succession**

Sarah presented the monitoring report for Policy B6 Emergency Management Succession. Margie moved the Board accept the monitoring report as submitted. Jim H. seconded and the motion passed unanimously.

### **Revised Financial Condition Targets**

Sarah presented revised financial targets that included a change in the benchmark for net income. Margie requested a change to accommodate a higher gross profit margin considering our past performance. Sarah explained the rationale for not increasing the gross profit margin. John moved acceptance of the targets as submitted, Pat seconded. The motion passed unanimously.

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### **Board Budget Proposal FY12**

Julie reviewed the changes to the Board Budget FY12 since the last meeting. She informed that the Board Training money was spread out over the year to allow for attendance at regional conferences, other than the once a year CCMA opportunity. Margie moved we accept the Board budget as submitted. Annette seconded. The motion passed unanimously.

### **CAT Survey Results**

Sarah reviewed the CAT survey results and the maps showing our trade area. The Board discussed the characteristics of our trade area with the trade area of other co-ops.

### **OAD Planning and Board Candidate Sessions**

Jim J. is going to refresh the Board candidate session presentation from last year. Jim J. and Annette will be here for the Board candidate informational session on Saturday, June 25<sup>th</sup> from 11 am – 1 pm. Jim J. will also be here at 10 am to help bag during OAD. Annette and Margie will be here for the Board candidate informational session on Wednesday, June 29<sup>th</sup> from 6-8 pm. The Board asked for very simple snacks – chips and beverages. Jim J. requested the projector be set-up for the candidate sessions. Alison will send out a schedule for support for OAD.

### **Advocacy Committee: Honey Report**

John reported that the honey bill did not go through the senate. John will follow the activities and report back.

### **Odds & Ends**

CCMA Planning – Margie asked if there were any networking requests. Jim J. suggested asking what other co-ops are doing for 2012 – the year of the Co-op.

MAFCA Update – meeting is set for Saturday, July 23<sup>rd</sup> – the location has been set at the Evangelical Reformed United Church of Christ. A tour will take place at the co-op at 11am. Several MD and VA co-ops will be here. MAFCA is expecting about 50-75 attendees. Jim J. requested that the MAFCA meeting be on the June agenda.

BOD Shirt Design – using café press – logo is on-line and they take care of the production – Margie does not support having a special shirt for the Board. Sarah will find out if we can do a small batch of t-shirts for Board members who do not have one.

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Board Elections Update – open nomination period starts June 15. John will start to check Board email for applications. Candidates are informed on the application to make sure and get an email confirmation of receipt of their emailed application.

LSWG Letter – Sarah informed the Board that a letter from LSWG was posted to the Board Google site. The letter informs the Board that LSWG has been engaged by the co-op to perform the annual financial audit.

**Good of the Order**

Annette will not be at the June meeting.

Jim H. moved we end the meeting 7:43 pm.

Notes taken by Sarah Lebherz

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

Board members absent: Annette Stefancic, Annie Marshall

Owners Present: Lisa Williams

Staff members present: Sarah Lebherz

The meeting was called to order at 6:00 pm by Board President, David Cloutier. A quorum was present. Sarah requested a change to the agenda to include Owner refund #3160 (reason: moving out of the area).

### **Consent Agenda**

May Board Meeting Minutes were approved by consent.

### **Owner Refunds**

The Board unanimously approved to accept the Owner Refunds as submitted, #3300, 4285 and #3160.

### **Board Monitoring D5 Board Code of Conduct**

The Board rated themselves compliant with Policies D5 Board Code of Conduct. No further action needed at this time.

### **General Manager Monitoring B5 Emergency Succession**

Sarah submitted a monitoring report for B5 Communication and Counsel to the Board. Jim J. motioned to accept the report as submitted. Jim H. seconded and the Board approved the report unanimously.

### **CCMA Conference Reports and Discussion**

Board members discussed the recent CCMA Conference.

John – attended workshops on local food facilitated by an agricultural extension agent, also attended a plenary on food deserts, and a panel on national and regional organizations of co-op Boards.

Jim J. – met Suzi Carter of Friendly City Co-op – store that just opened in Harrisonburg, VA. Social networking something to become more engaged in – because of immediacy of contact. Went to a

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workshop hosted by a group of co-ops getting together in Austin for strategic planning with impacting the local economy. Jim also got information on the NCBA and the International Year of the Co-op 2012. Possibly have an event in early 2012 – Spring.

Margie – Margie also informed about the group in Austin that had begun with a credit union. At each meeting they discuss a list of questions such as “why shop at a co-op”. They have a core group of about 10-20 cooperatives. The group is incorporating. Margie would like to meet with other co-ops in our area and use the list of questions as discussion points. Social media is a critical piece of the co-op. The tour that Margie went on was a farm tour. She mentioned the Sacramento “One Farm at a Time” program.

David - David shared a few slogans that he heard. He informed of a workshop that he attended in which The Common Market was mentioned as a successful suburban co-op. He mentioned the difficulty with suburban co-ops in conveying the Co-op message given the difference in the customer base. He was also struck by the possibilities for doing things with capital other than opening a second store. The key is that the Board plan strategically and not haphazardly.

CCMA will be on the East Coast in 2012. The Board discussed the potential opportunity to act as a co-host.

### **Ownerfest Update**

The Board discussed the logistics of Ownerfest. Improvements for coordinate this years meeting including: adding sounds system that puts sound underneath the tent, draw prizes at the beginning of the meeting and during the meeting to keep people engaged, keep the Annual Meeting to brief Board presentations totaling about 30 minutes, share information on IYC.

### **Board Budget Proposal FY12**

Julie reviewed the changes to the Board Budget FY12. She informed that the Board Training money was spread out over the year to allow for attendance at regional conferences, other than the once a year CCMA opportunity. Margie moved we accept the Board budget as submitted. Annette seconded. The motion passed unanimously.

### **MAFCA Meeting**

The MAFCA meeting is scheduled for July 23<sup>rd</sup>. Tour of the co-op is from 11-12noon and will be informal. Snacks will be provided by the co-op including drinks, chips and fruit. More information will be provided

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as details are discovered. Margie recommended a speaker from the Tuscarora Cooperative. Margie will contact the church for directions.

### **OAD Planning**

The Board refreshed their availability for OAD Planning and for the Candidate Informational Session taking place on Saturday.

### **Reports for GM Evaluation**

John distributed a summary of General Manager monitoring reports in preparation for the General Manager evaluation.

### **Honey report**

John distributed a report from the Advocacy Committee updating on the labeling of honey.

### **Odds & Ends**

- Board applications have been taken – no returned applications yet

Jim J. moved we end the meeting 8:19 pm.

Notes taken by Sarah Lebherz



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

Staff members present: Sarah Lebherz, Alison Fowler, Jeff Stevens (left at executive session)

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

### **Consent Agenda**

Owner refunds including #1231, #2784 and #4621 were approved.

### **Board Minutes**

Board minutes were amended to remove section regarding the Board budget proposal. Margie moved to accept the minutes as amended. Jim J. seconded and the motion passed unanimously.

### **Board Monitoring D4 Officer's Roles**

The Board rated themselves compliant with Policies D4 Officer's Roles. No further action needed at this time.

### **General Manager Monitoring B3 Financial Condition**

Sarah submitted a monitoring report for B3 Financial Condition for the Fourth Quarter of Fiscal Year 2011. Jim J. moved to accept the report as submitted. John seconded and the motion passed unanimously.

### **General Manager Monitoring B2 Financial Planning**

Sarah reviewed the budgets for Fiscal Year 2012 including the operating budget, capital expenditure budget and projected cash flow. The Board discussed the assumptions regarding the off-site office space that were proposed in the budget. Jim. J moved to accept the monitoring report for B2 Financial Planning as submitted. Jim H. seconded and the motion passed unanimously.

### **Board Education: Social Media Presentation**

Jeff Stevens, Assistant Marketing Manager, presented a one-year social media plan for The Common Market. The Board discussed how they could participate by creating a Board group on the co-ops Facebook page. Margie recommended the Board group discussed be tabled to discuss at a later time. Jim. J proposed the Board put together a Marketing Committee comprised of staff, Owners and Board to

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facilitate marketing activities of the co-op. The Board decided to table the Marketing Committee proposal for a future discussion.

### **MAFCA Meeting Follow-up**

The Board discussed the success of the MAFCA Meeting. John informed that he was elected to serve another term on the MAFCA Steering Committee.

### **Board Recruitment Update/Review of Applications**

Jim J. gave an update on the Board election process. He informed that there are seven candidates eligible for running for the three open seats. Candidates include: Heidi Agostini, John Beutler, David Cloutier, Marc Gamerman, Annie Marshall, Lisa Williams and Bradford Wye. The Board discussed whether or not to use the August OAD as an opportunity for a "Meet and Greet". They Board decided not to have the "Meet and Greet" since Owners will not receive there ballots until after OAD.

### **Odds and Ends**

- John updated on a Board national discussion going-on regarding potential opportunities for Board driven training, advocacy, networking
- Alison will send out and OAD sign-up
- Alison announced this will be her last Board meeting as she is changing her schedule and will be leaving the Owner Services position to pursue her nursing education

Jim H. moved to adjourn the meeting at 8:45pm

Notes taken by Sarah Lebherz

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August 25, 2011

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

Staff members present: Sarah Lebherz, Alison Fowler

Other Attendees: Paul Hemme, CPA from Linton, Shaffer, Warfield and Garrett

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

### **Consent Agenda**

July meeting minutes and Owner refunds #4564, #4740, #4655 and #3831 were approved.

### **Board Monitoring D1 – Governing Style**

Per the results of the on-line survey the Board deemed themselves compliant with the Policy D1 – Governing Style. All nine Board members responded to the survey. No further action needed at this time.

### **Audit Presentation**

Paul Hemme, CPA for The Common Market, distributed the draft of the audited fiscal year-end statements for June 30, 2011. His report included a Management Letter, Balance Sheet, Statement of Income and Statement of Owner Equity, each of which the Board reviewed and discussed. David reminded that the statements will remain a draft until decisions are made regarding the Patronage Rebate Distribution amounts.

### **Patronage Rebate: Data and Proposal**

Sarah presented a proposal for the distribution of a patronage rebate based on the FY11 audited statement results. Julie requested a schedule that shows the tax income vs. book net income differences for the purpose of defining the tax benefit. John moved that the Board allocate 100% of the Owner sourced net income to Owners. Jim J. seconded and the motion passed unanimously. Pat moved that 21% of the allocated profits be distributed to Owners. Annie seconded and the motion passed unanimously. Jim J. motioned that we set the minimum amount for distributing a patronage rebate to be \$2. John B. seconded and the motion passed with 8 for and 1 abstention.

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### **Executive Session**

The Board convened for Executive Session.

### **Annual Retreat Topics**

David opened the discussion on ideas for topics at this year's Annual Retreat. David had discussed possible annual retreat topics with Michael Healy and suggested: defining a strategic planning process as one option for a topic. The Board agreed that this was a relevant and desirable topic. Annie brought up "coloring accounting" – a way to understand financials. Jim H. brought up whether the co-op could be part owners of farms. David suggested those kind of ideas could be part of a discussion around strategic process. Pat added the financial training could happen at another time. Jim J. suggested using some of the retreat time to discuss linkage opportunities with the International Year of the Co-op (IYC). John suggested the cross-sector of co-ops networking opportunities. Margie recommended a discussion around the broader Board cooperative issues suggesting that there is a level of Board accountability that has not hit the Board and wonders whether or not the Board is truly prepared citing examples such as the other Co-op Board who is losing all of its Directors or the Weaver's Way past financial issues. Pat brought up what to do with four candidates who will not be elected this year due to the 7 nominees for 3 seats. David will consider these suggestions when preparing the Annual Retreat agenda. The retreat is scheduled for Saturday, October 29<sup>th</sup>, 9am-4pm at Liberty Village.

### **Ownerfest Planning**

The Board discussed the logistics for Ownerfest. Annie will not be at Ownerfest this year as she has a conflicting engagement. Sarah will send out a draft of the agenda for the meeting portion of the day.

### **VP Report: Final Election Updates/Board Days**

Jim J. reported that ballots are out and being returned. Ballot counting will happen on September 20<sup>th</sup> at 6pm at Margie's house. Annette will be there around 6:30. Margie, Sarah, Jim J., Julie, Jim H. will all be there to help at 6 pm. On Wednesday, September 21<sup>st</sup>, Jim J. will call the candidates to let them know the election results.

Jim J. announced that the Board will not have a Board Day in September, due to Ownerfest. The next several will be October 22 (also OAD), November 17 (turkey tasting) and December 17<sup>th</sup>. Jim J. requested staff provide the 2012 OAD dates for future planning of Board Days.

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Board of Directors Meeting

August 25, 2011

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**Odds and Ends**

John - do we want to be reimbursed for the food for the MAFCA meeting? The Board agreed this was appropriate. The next MAFCA meeting is in November in PA hosted by Kensington Co-op – November 12<sup>th</sup> or 13<sup>th</sup>.

Margie commented on a few things from last meeting and wanted to make sure they were still on the parking lot: setting up a Facebook Board group and the possibility of a Marketing Committee. David said these two items will be in November/December. Margie also added that she felt the minutes were too summarized, in particular the GM Monitoring report section, given the length of time and involvement the Board gives to monitoring things such as Financial Condition. The Board agreed to put a discussion on Board Minutes on a future agenda.

Jim H. distributed some research materials regarding honey.

Julie reminded that that Board did not do the basket at CCMA for the silent auction as previously decided on at a meeting.

Annie said she was very grateful that the Board and staff get along and that is a huge asset to the Co-op.

The Board delegated Julie to determine an amount to send to the Waterbury Food Shelter to honor the slain Store Manager of the Brattleboro Co-op.

Margie made a motion that we adjourn the meeting at 8:45pm

Notes taken by Sarah Lebherz

Frederick County Consumer's Cooperative

Board of Directors Meeting

September 22, 2011

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

Absent members: Margie Lance

Staff members present: Sarah Lebherz

The meeting was called to order at 6:01pm, by David Cloutier, Board President. A quorum was present. Additions to the agenda included Owner refunds: 4473 (moved), 1482 (found store closer to home), 2571 (found store closer to home) and 1331 (moved).

### **Consent Agenda**

August Board meeting minutes were approved by consent.

### **Owner Refunds**

Pat moved to accept Owner refunds #4473, 1482, 2571 and 1331. John seconded and the motion passed unanimously.

### **Board Monitoring D9 – Advocacy**

Seven Board Members responded to the B9 Advocacy compliance survey. Per the results of the survey the Board deemed themselves compliant. The Board discussed the single non-compliant rating in section 2b regarding the Action Phase of Advocacy. No further action was needed at this time.

### **Ends Report**

Sarah submitted a monitoring/progress report for Policy A1 Ends Policies. Board members were asked to share their reactions to their assigned section of the report:

#### **A1 Local Food Economy**

John B. suggested that an additional data point that might be useful would be expressing total local purchases as a percentage of cost of goods. Annie liked the estimates of consumers potentially impacted – connecting the consumers to the producers – not the most important, but would almost put it first in importance.

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### A2 Economically Successful Co-op

Jim J. was impressed to see how we are really growing – heading in a strong direction. Jim J. suggested adding additional information in the section about dues in other co-ops and equity – seeing more detail with which industries are supported from which sectors and would like to see us share more of this information with Owners.

### A3 Education

Julie noted the electronic distribution of the newsletter and the environmental impact this has and the expense savings. Julie liked the sidebars and hearing what people had to say and found it more significant than the raw data. Julie was concerned about the percentage of Owners participating in elections and wanting to see more in a contested election.

### A4 Environment

David realized in his review of the report that A4 was a very challenging end to evaluate and wasn't sure what the Board was intending in wording the End this way. David felt the measures were very helpful, but was frustrated by the lack of data available for waste. David wondered whether or not the food given to the soup kitchen would be relevant.

David asked the Board three questions to consider when determining acceptance or not of the Ends Report, including: Are the operational definitions/interpretations reasonable? Is there adequate data? Does the data demonstrate reasonable accomplishment?

Jim J. motioned that we accept the Monitoring Report for Policy A Ends Report. Pat seconded and the motion passed unanimously.

David reminded that next month the Board will discuss whether or not there are some actions the Board should do as a result of the report – and what ongoing learning or strategic questions are there as a result of the report.

### Final Audit

Jim J. motioned to approve the Financial Statements as submitted by LSWG at the August 25<sup>th</sup> Board meeting. John seconded and the motion passed unanimously.

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### **Final Ownerfest Planning**

David will show up around 12:30pm due to a scheduling conflict. Annie will not be in attendance. Other Board members will arrive at 10am to help set-up.

### **Board Election Results**

Jim J. described the process that was used for the ballot counting. He contacted all of the Board candidates to inform them of the results of the election. Jim J. informed that we had 442 ballots returned with 435 valid votes and 7 that were invalid. The Board discussed opportunities to keep the candidates involved that were not elected.

### **Odds and Ends**

OAD – Taylor will contact the Board about signing up for helping out during OAD – Annie and John will be unavailable to help.

Board Retreat - David discussed some of the retreat topics and wanted to understand if there was interest in having a "Color Accounting Session". It was decided not to have this during retreat time, but the Board could consider this as a future training opportunity or Board members could attend an upcoming Co-op 101.

MAFCA Update – John reported on the MAFCA steering committee activities – trying to recruit new steering committee members – next meeting is November 12<sup>th</sup> or 13<sup>th</sup> at Weaver's Way. The other thing they have been talking about is how to engage more staff in MAFCA – one thought might be to have specific staff workshops or peer conference calls (i.e. for grocery buyers).

### **Good of the Order**

Pat moved to adjourn the meeting at 8:15pm

Notes taken by Sarah Lebherz



Frederick County Consumer's Cooperative

Board of Directors Meeting

October 27<sup>th</sup>, 2011

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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, Alison Fowler, Kendra Varnon

The meeting was called to order at 6:00pm, by David Cloutier, Board President. A quorum was present. Sarah requested Owner refund #3047 be added to the agenda.

### **Consent Agenda**

September Board Meeting Minutes and Owner Refunds #3402 and #4111 were approved as submitted.

### **Owner Refunds**

Pat moved to accept the owner refund #3047. John seconded and the motion passed unanimously.

### **Ends Report**

David asked the Board to reflect on the following questions to conclude the Ends Report discussion: What part of the report might be useful to use for member engagement? And, what long term strategic questions come up for you and could be incorporated into ongoing Board learning?

#### *Member Engagement -*

- Would like to know if 3400 Owners is a good number for a Co-op our size and how many Owners per month is a good number.
- Explore what educational opportunities Owners are seeking.
- Campaign around breaking the perception that natural foods are expensive.
- Do more to write about what Co-ops are and remind people that we are here and exist and talk about the model that exists.

#### *Strategic Questions and Ongoing Learning –*

- What key things or investments can we make to enhance the Local End? What are the most important things to do?
- Are there viable overall models of what sustainability looks like when an organization has achieved sustainability?

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- Outreach to small farmers who are not doing well – we have a market for local goods.
- How we can build a better cooperative community? Learning about linking with the educational system and healthy lunches (Outpost article).

### **General Monitoring – B3 Financial Condition**

Sarah presented a monitoring report for B3 Financial Condition including a 1<sup>st</sup> Quarter Fiscal Year 2012 Income Statement and Balance Sheet and financial trends of key indicators. Jim J. motioned to accept the report as submitted. John seconded and the motion passed unanimously.

### **Initial Strategic Plan – Retreat Discussion**

David introduced the Board retreat agenda. The Board discussed an article called “Cooperative Strategic Leadership”. The Board considered how the ongoing knowledge pool and strategic conversations can be carried on to future Board Members. The Board further discussed how the knowledge pool and strategic conversations process has really kicked in during past project such as the expansion and the patronage rebate conversion, but has not been used when there is not a specific project demanding attention.

### **Board and Social Media**

The Board discussed how they could use social media. David suggested the Board should form a sub-committee of Board Directors to consider options for Social Media and report back to the Board with a proposal. Jim J., Annie, John and Pat volunteered to serve on the Committee. The Committee will bring a report to the January Board Meeting.

### **Odds and Ends**

Board Directors should complete the CCMA conference survey to receive \$25 off next year's registration.

Officer elections – David will send out an email regarding officer nominations. Elections will take place at the December meeting.

MAFCA Update – meeting will be 11/12<sup>th</sup> – held in Philadelphia, PA – tours 11am, meeting 1-4pm.

Annie – thanked Jim H. for the Ends work that he did and the outside articles he provides.

Troy/Selene/TPSS – the Board discussed the challenges that these co-ops have faced.

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John – informed that the issue with labeling honey appears to be that high fructose corn syrup is being fed to bees vs. honey being labeled as honey that contains high fructose corn syrup.

Pat – asked for an update on the Brattleboro Food Co-op.

Margie moved to adjourn the meeting at 8:25pm

Notes taken by Sarah Lebherz

Frederick County Consumer's Cooperative

Board of Directors Meeting

November 10<sup>th</sup>, 2011

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

Staff members present: Sarah Lebherz

The meeting was called to order at 6:04 pm, by David Cloutier, Board President. A quorum was present. Agenda was modified to include a decision regarding renewing the CBLD Board Leadership contract.

### **Consent Agenda**

October Meeting Minutes were approved as submitted.

### **CBLD Contract**

David introduced the CBLD contract for Board Leadership that includes 15 hours of consultation, one day annual retreat, CBLD101, and development and delivery of CBLD resources. Margie suggested not renewing the contract and using the funds for other training or investing. Jim J. suggested renewing and seeking out other consultant to provide training in other areas. The Board discussed options for further consultation and training. John moved that we renew the CBLD at the current level. Jim H. seconded. 5 approved, 1 opposed, 1 abstention.

### **Retreat Follow-up**

David asked for Board members to reflect on the Board retreat and share any big ideas.

JB – how are we going to grow to build the local economy in the way we want to see it grow? Not necessarily cooperative but for our local business scene (i.e. Rick's Fish, Trail House). Cross sector co-ops. Kai Hagan and Janice Wiles – might be good people to include in the conversation.

ML – network or association of local co-ops. Education of the Co-op model. Pilot food programs to schools or other organizations in need. Network on social and environmental issues.

JH – would like to find a way to capture more broadly the trainings that occur in the Community Room (i.e. providing power points to everyone). We tend to ignore principles 5, 6 and 7.

PA – how do we reach those in the community that we are not reaching? Study that issue and see how other organizations have developed approaches to do this and educate them about local, organic, etc.

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JJ – owner/consumer engagement and the Board role in how they can further engage with our own members and the shoppers to convert shoppers to become owners. Having the Board act as a PR in the community. Evaluating expansion strategies – not necessarily bigger store, other store, other options.

JR – also shared interest in pilot foods programs and farm-school-table programs – including teaching children. What if one teach in one school had access to one small plot of food to grow food. Julie wondered about how it would be if a worker co-op bakery (such as Alvarado Bakery) providing all the breads in our bakery area? Julie also suggested wanting and understanding advocacy and knowledge of how to effect change – how things become laws, etc.

DC – shared his reflection from the retreat regarding volume and how important that is to furthering our mission – how great it would be if we were 20 million in sales in the next 5 years and what that would mean to the local economy. How to reach new people to get to that volume?

SL – shared ideas on how to provide more of a market for local goods.

The Board discussed further the opportunities for working with the school programs including partnering with groups who have a similar message. 4H came up as a potential partnership.

The goal will be to revisit this list, combine some items and prioritize. Jim J. suggested some sort of worksheet that board members could complete prior to the December Meeting.

### **Odds and Ends**

MAFCA meeting – Philadelphia, PA – meeting 1-4, tour at 11am and farm tour at noon.

Officer Nominations – nominations are open and those interested in serving should let David know by December 1<sup>st</sup>.

Pat, Jim J and John moved to adjourn the meeting at 7:25pm.

Notes taken by Sarah Lebherz

Frederick County Consumer's Cooperative  
Board of Directors Meeting  
December 8<sup>th</sup>, 2011  
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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 requested the GM Monitoring report for Executive Limitation Policy B1 Staff Relations be moved to the February 2012 meeting. The Board accepted.

### **Consent Agenda**

November Board Meeting Minutes were removed from the consent agenda. Owner Refunds #2021 and #3119 were approved by consent.

### **Board Minutes for the November Board Meeting**

Changes to the minutes include removing Annette Stefancic and Annie Marshall as attendees and changing the sentence under *Retreat Follow-Up* 8<sup>th</sup> paragraph to read "SL - ideas on how to provide more of a market for local goods." Annette moved to approve the Minutes as amended. Jim J. seconded and the motion passed unanimously.

### **Electronic Monitoring for C4 Monitoring GM Performance**

The Board deemed themselves compliant with Policy C4 Monitoring GM Performance per the result of the on-line rating survey. No further action was needed at this time.

### **Retreat Follow-up: Multi-Year Plan**

David introduced the survey results to a multi-year plan questionnaire that had been distributed prior to the meeting. The Board discussed how to interpret the results of the questionnaire and identified what areas appeared to be priorities for Board Education and Engagement. The Board decided to form a Multi Year Plan Drafting Committee which will include Jim J, David, Margie and Annie with support from Sarah and Michael Healy as needed. The committee will draft a multi-year plan to bring to the February Board Meeting for Board review.

### **Election of Officers**

David asked to begin the election process and asked for nominations. Margie nominated Julie for Treasurer. Jim H. seconded and Julie accepted. John was nominated for Secretary and accepted the role. David and Jim J. were nominated for President. The Board conducted a vote and David was elected as President. Jim J. was nominated for Vice President.

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### **Board Calendar 2012**

John presented the draft calendar for the 2012 Board Year. The Board discussed adding the Board Retreat date and determined either the 13<sup>th</sup> or 20<sup>th</sup> of October would work. Jim J. motioned to adopt the Board calendar as amended after checking with Michael Healy on his availability for the Board Retreat. Pat seconded. The motion passed unanimously.

### **Odds and Ends**

Social Media Committee will meet 1/14<sup>th</sup> at 11am in the Community Room. Members include John and Pat. This committee will report back in January.

Pat volunteered to host the January Board Meeting at this house. The event will be pot luck.

Kendra asked for the Board to complete their bios for the website. She would like to post these to the website and do a featured bio on the Board bulletin board.

David informed the Board of an Owners request for the financial statements.

### **Owner Refunds**

Sarah requested approval of Owner Refund #4424 that did not make it on the consent agenda. The Board approved the refund.

John motioned to adjourn the meeting at 7:20pm

Notes taken by Sarah Lebherz