

**Frederick County Consumer Cooperative
Board of Directors Meeting
January 26, 2017
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Board members present: Annie Marshall, John Beutler, Lisa Williams, Jim Hanna, Sibylle Mangum, Elina Myers, Megan Schneebaum

Staff members present: Bob Thompson, Sasha Crum

The meeting was called to order at 6:01pm by Annie Marshall, Board Vice President. A quorum was present.

Consent Agenda

The Consent Agenda, with refund requests from Owners 6972, 7006, 7097, 7374 (moving), and 1049 (deceased), was approved.

Six additional Ownership refund requests were made by Owners 2578 (deceased); 6540 (other: dissatisfied with offerings, service, and prices); 2147 (found a co-op or natural foods store closer to home); 4205 and 2353 (moving/moved); 2235 (other: living situation has changed; no longer needs to food shop).

Annie moved to approve the additional refund requests, and it was unanimously approved.

Owner Comment Period

Pam Burke sells produce to the Common Market. She has never attended a meeting before, but had time and thought she'd stop in.

Frank Herring, an Owner who attended a Board meeting a few months ago, feels that the Common Market's job applications ask for unreasonable information and are not approachable in their presentation and language.

Electronic Monitoring – C3 Delegation to GM

The Board was in compliance.

GM Monitoring – B3 Financial Condition; B4 Asset Protection

B3 Financial Condition – Bob presented his report on the financial condition of the Co-op. Full compliance was reported except in sales growth, which was a 2% increase. This is still a positive improvement based on the "new normal."

Annie moved to accept the report, and the motion was approved unanimously.

B4 Asset Protection – Bob presented his report on the Common Market's asset protection measures. The Co-op is fully compliant based on standards required by the insurance company and auditors. Security measures have been tightened, and information protection and backups have been increased. Contingency plans are in place, including in the case of crime. The Return Policy has been updated.

Annie moved to approve the report, and the motion was unanimously accepted.

Further Discussion of Site Visit / Next Steps

Bob and the Board discussed expansion plans and a recent potential site visit. Bob encouraged taking the next step with the site, as it would bring the Co-op closer to a more secure future in which it'd be stronger against competition. The

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Board decided to take the next step with the site, with the understanding that this step was not binding, and a retraction in the future would still be an option.

Finalize & Approve Revised 3-Year Plan

The proposed 3-year plan for the Board and the Co-op was discussed, and some alterations were made.

Jim motioned to accept the calendar with the discussed changes. John seconded, and it was unanimously approved.

Approve 2017 Board Calendar

Jim motioned to accept the Board calendar as presented. Elina seconded, and it was unanimously approved.

Odds & Ends:

Discounts – The top 10 items that were special ordered will now receive everyday low pricing to make for a better shopping experience for customers, to help us against competition, and to relieve the Special Orders program. These items will be ineligible for further discount.

MAFCA – The next MAFCA meeting is happening 11am – 4pm on March 16th at Park's Slope in Brooklyn.

Good of the Order – Valley Co-op did not meet its funding goal, and will return to a buying club.

Annie motioned to adjourn the meeting at 8:03pm.

Notes taken by Sasha Crum

**Frederick County Consumer Cooperative
Board of Directors Meeting
February 23, 2017
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Board members present: David Cloutier, Annie Marshall, John Beutler, Lisa Williams, Jim Hanna, Sibylle Mangum, Kate Moss, Megan Schneebaum

Staff members present: Bob Thompson, Sasha Crum, Zoë Brittain

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

Consent Agenda

The Consent Agenda, with refund requests from Owners 3685 (finances), 4125 (doesn't use Ownership), 3764 (deceased) was approved.

Four additional Ownership refund requests were made by Owners 2602 (finances, dissatisfied with patronage rebate); 2174 and 6953 (moving); 7196 ("other reasons").

John moved to approve the additional refund requests, Annie seconded, and it was unanimously approved.

Owner Comment Period

No additional Owners were present.

Electronic Monitoring – D3 BOD Agenda Planning & Minutes

The Board was in compliance. The survey received 8 responses.

Discussion: Meeting Frequency & Agenda Planning (topic from retreat)

The Board discussed meeting frequency based on the increased decision making and workload that would be necessary in the coming year. It was determined that Board members will generally attempt to keep Thursdays open, so that if an additional Board meeting became necessary in order to discuss an important topic or to take an official vote, it could be done.

Further Expansion Discussion

Bob has signed and submitted the Letter of Intent. The Common Market's lawyer studied it and advises renegotiating the timetable to be longer to accommodate municipal regulations. The next step with this site would be to come to the Board with a lease, which could be as soon as a month from now.

The Board requested more information to support the present market study and to understand the assumptions of the pro forma projections. Bob will hire the organization that performed the original market study to conduct a study specific to the proposed downtown location.

Treasurer Proposes BOD 17-18 Budget

Lisa, the Board's Treasurer, presented her proposed budget for FY 17 – 18. It included adjustments based on expenditures last year, including an increase to accommodate projected insurance rate changes and a decrease to the election budget, this was not fully used last year.

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The Board suggested adding funds to the budget for the campaign to inform Owners of the expansion. Lisa agreed to edit the budget and present it again.

Odds & Ends:

Internet Usage – Company policy has been updated to require encryption of sensitive data.

David motioned to adjourn the meeting at 8:46pm.

Notes taken by Sasha Crum

**Frederick County Consumer Cooperative
Board of Directors Meeting
March 23, 2017
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Board members present: David Cloutier, Annie Marshall, John Beutler, Lisa Williams, Jim Hanna, Sibylle Mangum, Elina Myers, Kate Moss

Staff members present: Bob Thompson, Sasha Crum, Zoë Brittain

The meeting was called to order at 6:01pm by David Cloutier, Board President. A quorum was present.

Consent Agenda

The Consent Agenda was approved.

Electronic Monitoring – D8 Board Recruitment/Development & Expenses

The Board was in compliance, but a minority indicated some concerns. The survey received 7 responses that highlighted the Board's view that it could do more to make training accessible to its members.

GM Monitoring – B1 Staff Relations, Compensation, and Benefits; B8 Membership

Bob requested an extension for monitoring report B1. The Board unanimously approved the request.

Bob presented to the Board monitoring report B8. John motioned to approve the report as presented. Kate seconded the motion, and it was unanimously approved.

Study/discussion: Staff Diversity

Adding a diversity clause to the Policy Register was discussed.

Further Expansion Discussion & Financial Reports

Financing options and timeline were discussed. Bob will secure quotes for a third-party review of various reports received throughout the expansion process.

Formation of Subcommittee(s)

The Board created a subcommittee of John (chair), Sybille, and Meghan to act as a liaison between staff and Owners, and to develop a plan for communicating with Owners about the expansion.

Forming a second subcommittee that would be involved in lease design, etc., was discussed, but ultimately dismissed.

Approval of BOD 17 – 18 budget

Lisa presented an updated budget that included additional funds for Owner expansion-financing campaign mailings.

Annie moved to accept this budget. John seconded, and it was unanimously approved.

Odds & Ends:

- Confirmed arrangements for meeting with the City
- The Farm Manager and Farm Assistant wish to present to the Board.
- Annie taught a chocolate tasting for pay at the Middletown library.

John motioned to adjourn the meeting at 8:54pm.

Notes taken by Sasha Crum

**Frederick County Consumer Cooperative
Board of Directors Meeting
April 20, 2017
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Board members present: David Cloutier, Annie Marshall, Lisa Williams, Meghan Schneebaum, Kate Moss, John Beutler, Sybille Mangum, Jim Hanna

Staff members present: Bob Thompson, Sasha Crum, Zoë Brittain, Lisa Morrissey, Mark Garcia, Connor Self, Vincent Townsend

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

Consent Agenda

The Consent Agenda was approved.

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

The Board was in compliance and received 8 responses.

Farm Update

Connor, Farm Manager; Mark, Produce Manager; and Vincent, Produce Buyer, presented regarding the farm and its importance to the Co-op's mission of supporting the community via local production and offerings.

GM Monitoring – B1 Staff Relations, Compensation, and Benefits; B3 Financial Condition

Bob and Lisa, HR Manager, reported full compliance in Board Monitoring Report B1.

John motioned to approve the report as presented. Annie seconded the motion, and it was unanimously approved.

Bob presented Monitoring Report B3 to the Board, reporting partial compliance; all targets were reached except sales growth.

Annie motioned to approve the report as presented. Kate seconded the motion, and it was unanimously approved.

Expansion Updates

Bob reviewed current progress on the expansion front. Bob has reached out to NCG for advice, and will present findings to the Board once reviews are ready.

The Owner Loan Campaign Subcommittee presented its plan to begin communication with Owners via letter.

Additional Capital Budget Requests

Bob presented improvements he has made and is planning to make with the amount already approved by the Board, and explained their impact on productivity, improved work environments, and enhancements to the Common Market's triple bottom line. A case was made in favor of granting additional funds to improvement projects.

Kate motioned to accept \$100,000 in additional funds be approved for improvements. Jim seconded the motion, and it was unanimous approval.

Board Elections Update & Incumbent Declaration

John and Annie declared their intentions to run for reelection.

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Board of Directors Meeting
April 20, 2017
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Odds & Ends:

Meeting with Frederick City – The meeting went well; the Common Market and the City each expressed their views of the potential Common Market expansion site and its impact on the City.

MAFCA - The next meeting will be held Sat., July 22 in Swarthmore, PA from 11am – 4pm.

Good of the Order – Fundraiser May 5th – 14th partners with local artist to benefit Maryland Pesticide Education Network.

John motioned to adjourn the meeting at 8:31pm.

Notes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
May 25, 2017
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Board members present: David Cloutier, Annie Marshall, Lisa Williams, Meghan Schneebaum, Kate Moss, John Beutler, Sybille Mangum, Jim Hanna, Elina Myers

Staff members present: Bob Thompson, Sasha Crum, Zoë Brittain

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

Consent Agenda

The Consent Agenda was approved, including Owner refunds 5342, 7296, 4734, 7496, 7420, 6532, 6504, 7594, and 3390. Notably, the Consent Agenda includes a refund request from Owner 7496; however, this is an error and it is Owner 7469 who requested a refund and had it approved at the Board meeting.

Electronic Monitoring – D2 BOD Job Description & D7 Relationship to Member-Owners

The Board was in compliance on both fronts and received 6 responses.

GM Monitoring – B6 Emergency Management Succession & B9 Expansion

Bob reported full compliance in Board Monitoring Report B6. The proposed management succession plan names Sarah Lebherz as immediate successor until other staff members have completed training. Kate motioned to approve the report as presented. Jim seconded the motion, and it was unanimously approved.

Bob reported full compliance in Board Monitoring Report B9. Annie motioned to approve the report as presented. Lisa seconded the motion, and it was unanimously approved.

Expansion Updates

Bob is exploring the feasibility of the 331 N. Market St. location, but also other areas outside of Frederick proper.

CBL 101 Report

Megan reported on the Co-op 101 training session she attended.

Board Elections Update

The Board reviewed the election timeline and proposed tactics to raise awareness.

The open election period is June 9th – July 12th, and the info sessions are June 15th and June 24th. Kate and Elina will host the June 15th session and Kate and Jim will host the June 24th session.

Odds & Ends:

Good of the Order –

Annie announced for the sake of full disclosure that she was paid for a chocolate tasting class.

John motioned to adjourn the meeting at 8:05pm.

Notes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
June 22, 2017
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Board members present: Annie Marshall, Lisa Williams, Megan Schneebaum, Kate Moss, John Beutler, Sybille Mangum, Jim Hanna, Elina Myers, David Cloutier

Staff members present: Bob Thompson, Sasha Crum

Owners present: Evan Rosenberg and Rick Roberts

The meeting was called to order at 6:04pm by Annie Marshall, Board Vice President. A quorum was present.

Consent Agenda

The Consent Agenda was approved, including refund requests for Owners 4993, 7642, 7732, 4293, 5920, 6838, 7115, 6843, 7639, and 6909.

An additional refund request from owner 7649 was made. Lisa moved to accept the refund requests, John seconded, and it was unanimously approved.

Owner Comment Period

Evan Rosenberg is considering running for the Board. He was a Board member for Days End Rescue, an organization that has term limits for its Board members. He's been an Owner of the Common Market for a couple of years.

Rick Roberts has come to the Board to propose the Common Market offer a delivery service of products, especially with persons of limited mobility or access to transportation in mind. Roberts further mentioned that it could bring to the co-op new Owners who aren't able to physically get to the store. Roberts indicated that he's found a hybrid vehicle that gets 90 mpg that could be used for the purpose. At the suggestion of the Board, Roberts plans to get in touch with the co-op's outreach division to further explore services the co-op currently offers, as well as to check such a program's feasibility.

Electronic Monitoring – Member Code of Conduct

The Member Code of Conduct Board Monitoring received its full 9 responses and self-reported partial compliance. This status was reported due to the following perceived issues: conflict of interest issues; issues regarding the Board's involvement in operational matters; issues of overuse of electronic communication and lack of inclusion of all members in Board communication.

Kate motioned to accept, Jim seconded, and it was unanimously approved.

GM Monitoring – B5 Emergency Management Succession & B9 Expansion

Bob chose to deliver monitoring report B5 verbally, reporting full compliance in providing clear, accurate, and current information to the Board. Bob reported that he has demonstrated no preferential treatment among Board members.

Bob reported compliance regarding B9, and would elaborate during the next agenda topic.

John moved to accept the reports, Kate seconded the motion, and it was unanimously approved.

Expansion Updates

Bob updated the Board regarding meetings that have taken place since the last Board meeting, including potential financing options and sites.

Board Financial Education

The Board discussed options for providing interested Board members with training in reading financial statements, etc. Kate will coordinate with Board members to host a basic session outside of a Board meeting, and then an intermediate training at the August Board meeting.

Board Elections Update

The first information session received one attendee. Kate, Megan, and Jim will host the last info session, to be held Saturday at 10am.

Shift of Officers

The Board chose to select a President-elect in anticipation of David leaving. Annie nominated Lisa, Kate seconded, and it was unanimously approved.

Odds & Ends:

MAFCA – John is organizing a carpool to the July 22nd MAFCA meeting at Swarthmore Co-op. Lisa, Megan, Kate, Sibylle, and Annie are all interested in attending.

Board presence in the store – Board members need only coordinate with an MOD if they ever wish to bag at the store.

Lidl – Discussed preparations in anticipation of Lidl's arrival to the Frederick area.

Owner benefits – Discussed optional benefits changes, and reasserted that the Board would need to vote to approve any major Owner benefits changes.

Conflict of Interest notice – Kate announced that her son now works at the Common Market.

Lisa motioned to adjourn the meeting at 7:19pm.

Notes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
July 27, 2017
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Board members present: David Cloutier, Annie Marshall, John Beutler, Lisa Williams, Megan Schneebaum, Sibylle Mangum, Jim Hanna, Elina Myers

Staff members present: Bob Thompson, Sasha Crum, Zoe Brittain

Owners present: Abigail Aldrich

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

Consent Agenda

The Consent Agenda was approved, including refund requests from Owners 7244, 7619, 6909, 6759, 4994, 5742, and 6612.

Owner Comment Period

Abigail Aldrich introduced herself and indicated that she is running for the Board this election.

Electronic Monitoring – D4 Officers' Roles

Electronic Monitoring D4 received 7 responses and reported compliance in all areas.

GM Monitoring – B2 Financial Planning; B3 Financial Condition

Bob reported compliance in all areas of GM Monitoring Report B3 except sales growth and the capital expenditure budget. Bob further explained the present financial condition of the Common Market, especially as measured against comparable entities in the co-op's market. Bob reviewed how the non-compliances occurred and would be corrected for the future.

Annie moved to accept the B3 report as presented, and Elina seconded. It was unanimously approved.

Bob reported compliance in all areas of GM Monitoring Report B2 except sales growth.

Jim moved to accept the B2 report as presented, John seconded the motion, and it was unanimously approved.

Expansion Updates

Bob reviewed the latest update in conversations, meetings, and negotiations regarding the expansion process. A financing planning subcommittee was constituted - David, Annie, John, and Megan - which will bring specific plans and tasks back for consideration by the full Board.

Board Elections Update

The annual mailing that includes the Ownerfest invitation and ballot have been designed and submitted for printing.

The Board candidate Meet & Greet has been scheduled for Saturday, Aug. 26th.

MAFCA Report

Megan and John, who both attended the July MAFCA meeting at Swarthmore Co-op in Philadelphia, described their experiences at the event. It was a well-attended affair and included a birthday celebration of the hosting co-op, which is the sixth oldest continuously operating co-op in the nation.

Odds & Ends

Board presence in store – Annie will arrange a time to assist Front End to help with general presence in the store.

Board financial education session – Discussion of this topic was tabled until next meeting when Kate can report on updates.

Newsletter deadline – The Board will discuss in the upcoming issue of the newsletter its intentions and musings regarding potential expansion locations.

Good of the Order – Annie disclosed that she will be paid by the Common Market to present a chocolate tasting at the Middletown Library on August 23rd.

David motioned to adjourn the meeting to Executive Session at 8:34pm.

Notes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
August 24, 2017
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Board members present: David Cloutier, Annie Marshall, John Beutler, Kate Moss, Megan Schneebaum, Lisa Williams, Jim Hanna

Board members absent: Sibylle Mangum, Elina Myers

Staff members present: Bob Thompson, Sasha Crum

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

Consent Agenda

The Consent Agenda was approved, including refund requests from owners 1726, 4880, and 7327.

Additional refunds for owners 6593 and 1056 were requested. John motioned to approve the additional refunds, Annie seconded, and it was unanimously approved.

Audit Report

Lisa Freshour, representing The Common Market's third-party auditor, Linton Shafer Warfield & Garrett, P.A., presented the annual auditor's report. A draft outlining the coop's finances was reviewed.

Electronic Monitoring – D1 Governing Style

Electronic Monitoring D1 received 6 responses and reported compliance in all areas.

GM Monitoring – B7 Customer Service & Value; B9 Expansion

Due to extensive travel, the General Manager prepared B7 with limited time for Board review prior to the meeting. As such, the report's presentation was moved to the September 2017 Board meeting.

Bob reported compliance in all areas of GM Monitoring Report B9. A review of negotiations and plans regarding the expansion process was presented.

John moved to accept the B9 report as presented, and Annie seconded. It was unanimously approved.

Proposal to Modify Policy B3 Sales Growth Target

The Board discussed Bob's proposal to alter the sales growth target in GM Monitoring Report B3 from a 5% sales growth target to 3%. The suggestion was made based upon the changing retail and food industry market, and an updated third-party business model recommendation to set such goals at 3%.

Kate motioned to accept the proposed change in policy from a target sales growth of 5% to 3%. John seconded the motion and it was unanimously approved.

Update from Financing Planning Subcommittee

Research was conducted regarding expansion financing options and the role C-shares could play. The subcommittee presented its findings, including potential legal strictures that could affect the process. It was suggested this be discussed at greater length at the retreat.

Patronage Rebate Proposal

Bob presented options for the allocation of funds in regards to patronage rebate distribution.

John moved that 100% of eligible owner-sourced profits should be allocated to the patronage rebate program. Annie seconded, and it was unanimously approved.

Kate motioned to accept the General Manager's recommendation to distribute 60% of the total allocation (\$61,256) to owners. Jim seconded, and it was unanimously approved.

Kate moved to accept the General Manager's recommended distribution qualifiers, including mailing vouchers and enacting a \$2 minimum on distributed rebates. Annie seconded, and it was unanimously approved.

Odds & Ends

Ends Policies update – As it is customary for coops to update their Ends policies every few years to maintain relevancy, it was proposed that the Board discuss updating the coop's at the retreat this year.

Board Financial Education Session – Kate will coordinate the session with all interested parties, including herself, Megan, and Lisa.

Ownerfest Preparation – The annual meeting of owners will be held at 1:30pm. David will present, with Annie as his alternate.

Board Candidate Meet & Greet – The session will be held Saturday, August 26th. The Board candidates, as well as Kate and Megan, will attend. Zoe of Marketing will make preparations.

Ballot Counting Volunteers – Kate Moss, Megan Schneebaum, Lisa Williams, and David Cloutier will assist in counting ballots at 6:30pm on Tuesday, Sept. 19th.

Good of the Order –

- For a second time, Annie is disclosing that she taught a class Wednesday, August 16th on gluten-free eating and was paid by the Common Market.
- Interested Board members will now bag in Front End from 11am – 3pm the first Saturday of each month.
- TPSS is hosting MAFCA the first weekend of November in Tacoma Park, Silver Spring.
- Closing the farm due to lack of profitability is being discussed.

David motioned to adjourn the meeting to Executive Session at 8:57pm.

Notes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
September 28, 2017
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Board members present: David Cloutier, Annie Marshall, Lisa Williams, Jim Hanna, Sibylle Mangum, Kate Moss, Elina Myers, Megan Schneebaum

Staff members present: Bob Thompson, Sasha Crum

Absent: John Beutler

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

Consent Agenda

The Consent Agenda was approved, including refund requests from owners 2198, 3135, 6311, 6591, 7015, 7228.

Electronic Monitoring – D9 BOD Advocacy on Public Issues

Electronic Monitoring D9 received 5 responses and reported compliance in all areas.

GM Monitoring – B7 Customer Service & Value; A Ends

Bob reported partial compliance in all areas of GM Monitoring Report B7.

Bob is exploring alternative measurables to utilize for GM Monitoring Report B7 for a more accurate and complete picture of the customer service provided at the co-op.

Kate moved to accept the B7 report as presented, and Annie seconded. It was unanimously approved.

Bob reported compliance in all areas of GM Monitoring Report A. Given the significance of GM Monitoring Report A Ends, it was discussed but not submitted to a vote so it could be reviewed again in October.

Expansion Update & Discussion

Bob provided an update on negotiations regarding potential expansion site(s) and financing options.

Update from Financing Planning Subcommittee

The Financing Planning Subcommittee offered thoughts regarding financing options, fundraising methods, and means of informing owners and the community about expansion efforts.

Board Retreat Plans

The agenda and potential topics or conversation were discussed in preparation for the Board retreat in late October.

Odds & Ends

Audit Confirmation – Jim moved to accept the audit report as revised, and Annie seconded. It was unanimously approved.

Coop Cafe– Megan and Annie are attending.

Good of the Order – Annie will be bagging in the Front End Oct. 7th around 10am.

Lisa motioned to adjourn the meeting at 8:59pm.

Notes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
November 9, 2017
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Board members present: Lisa Williams, Annie Marshall, John Beutler, Sasha Crum, Jim Hanna, Sibylle Mangum, Kate Moss, Elina Myers

Staff members present: Bob Thompson

Owners present: Rob Herring

Absent: Megan Schneebaum

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

Consent Agenda

The Consent Agenda, including refund requests from owners 7418, 1248, 6804, 5176, 6040, 5723, 3262, 6460, was approved except for September's Board meeting minutes. It was requested that a section be added that listed absent Board members.

Owner Comment Period

Rob Herring inquired about butter pasteurization processes and about turkey liver carried at the store. He also made a product suggestion of chicken or turkey skins.

Electronic Monitoring – None

No electronic monitoring was conducted this month.

Discussion of B1 Staff Treatment Policy Revisions

In February, Bob will present the Board with updated interpretations of the Ends policy and provide new measurables.

A new segment will be added to GM Report B1 that compares The Common Market to its market competitors. A new staff survey will be conducted in January. An HR audit will occur.

The Board's advisor, Michael Healy, proposed specific B1 policy updates at the Board's retreat.

John moved to adopt the proposed changes, revising B1 to match the CBL template. Kate seconded, and it was unanimously approved.

GM Monitoring – A Ends; B3 Financial Condition

GM Monitoring Report A: Ends was presented at the September Board meeting and discussed at the Board retreat.

Annie moved to accept Report A as written. Kate seconded, and it was unanimously approved.

Bob presented GM Monitoring Report B3.

Sasha motioned to approve B3, Annie seconded, and it was unanimously approved.

Expansion Update & Retreat Follow-up

Bob will present an expansion-financing plan to the Board for approval.

Bob detailed financing options, secured professionals, and the remaining steps of the process.

Odds & Ends

GM Compensation – An executive session will be held after the December Board meeting to discuss revising the GM compensation determination process.

Patronage Rebate Donation – The Board determined that patronage rebate donations will benefit Advocates for Homeless Families, a local nonprofit.

CBLD Renewal – The Board renewed its agreement with CBLD.

Faces of Frederick Publication – Most Board members would be available for a photoshoot with this publication Nov. 17th between 9:30am – 2pm.

Authorized Check Signers – Lisa Williams signed a letter on November 9th removing Sally Fulmer as an authorized check signer and adding Jared Pringle.

Capital Budget Additions – A car-charging station has been installed and opened to public use.

Good of the Order –

- MAFCA is meeting Saturday, Nov. 11th 11am – 4pm at TPSS in Tacoma Park.
- A suggestion was made to hang a poster outlining commonly needed foods at the food bank.

Lisa motioned to adjourn the meeting at 8:12pm.

Notes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
December 14, 2017
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Board members present: Lisa Williams, John Beutler, Sasha Crum, Jim Hanna, Sibylle Mangum, Kate Moss, Elina Myers, Megan Schneebaum

Staff members present: Bob Thompson

Absent: Annie Marshall

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

Consent Agenda

The Consent Agenda, including refund requests from owners 6740, 4679, 7262, 7338, 7340, 6105, 2811, 7321, 6460, 4556, 5738, and 7911, was approved except for the November minutes. The minutes were excluded due to the listed GM Monitoring Report number being incorrect. John moved to accept apart from the November minutes, Kate seconded, and it was unanimously approved.

Electronic Board Monitoring – C4 GM Monitoring

The Board self-monitoring received 7 of 9 responses and reported partial compliance. Kate moved to accept the electronic monitoring, Jim seconded, and it was unanimously approved.

GM Monitoring – B9 Expansion

Bob introduced expansion site options and outlined a portion of the financial case for each. Another market study would be prepared.

3-Year Plan

The 3-year plan was discussed, especially as pertains to expansion processes and timeline. Bob will provide further timeline information in February. The 3-year plan in total will be approved at the January meeting.

An HR audit was completed, with results to be ready at the January meeting.

Elect Board Officers

Lisa Williams, Annie Marshall, and Megan Schneebaum were unanimously voted as President, Vice President, and Treasurer, respectively. The conference of title for Secretary was deferred to January due to a tie.

2018 Board Calendar Review

The Board calendar reviewed was deferred to next month.

Odds & Ends

Annual Board Dinner – January 25th for Bob and the Board at Family Meal

“Faces of Frederick” Publication – The publication date is currently unknown.

Lisa motioned to adjourn the meeting to Executive Session at 7:09pm. The Executive Session concluded, Bob returned, and the regular meeting resumed. Bob and the Board had a discussion regarding compensation processes.

John motioned to adjourn at 7:57pm.

Notes were taken by Sasha Crum.