

**Frederick County Consumer Cooperative
Board of Directors Meeting
May 24, 2018
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Board members present: Lisa Williams, Annie Marshall, John Beutler, Sasha Crum, Sibylle Mangum, Kate Moss, Elina Myers, Megan Schneebaum

Staff members present: Bob Thompson, Erin Zavala (meeting minutes)

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 5354 and 7047, who are moving, was approved. Refunds for owners 4199 & 7935, who are also moving, were approved. Annie moved to approve, John seconded, all were in favor.

Owner Comment Period

Evan, Stephanie and Isabelle were in attendance to observe.

Electronic Monitoring

D8 March – Compliance and partial non-compliance were reported on training and orienting new directors and increasing skills of current directors. It was noted that the annual Board retreat is a great place to learn. Partial non-compliance was reported by some on conducting the annual campaign.

C1, C2 April – Compliance and partial non-compliance were reported on question 1 regarding the General Manager's ability to refuse requests for information or assistance made by individual board members or committees. How exactly do we measure non-compliance? No comments were made about reported responses.

D2 May – John noted that it would be nice for Board members to leave a comment with their responses if reporting anything but full compliance. Discussion ruled out the possibility of another computer glitch causing incorrect responses.

Kate moved to approve board monitoring for March, April and May; Jim seconded. All were in favor.

GM Monitoring

B6 Emergency Management Succession – Bob reports that Sarah Lebherz, Risk Management Analyst, and Jared Pringle, Store Manager, are capable of handling store operations in the absence of the General Manager. They have been highly involved with Bob's operations. Annie would like Jared to come to some Board meetings. Bob says he and Jared spend a lot of time looking at the budgets and feels that Jared has a good handle on what's happening.

John moved to approve B6; Annie seconded. All were in favor.

B9 Expansion – Bob reported updates on locations being considered and the status of a market study being conducted to get a better picture of the pros/cons of our options.

Management Training – Diversity, EEO, other

Different types of training for staff and management are being considered. Bob initiated monthly manager training with store managers and is working with a couple outside resources to identify areas for training. Karen Snyder would like to come with a consulting contract to give managers training once a month and to be on-call. \$50,000/year to do this, but

could stop anytime. Performance reviews, managerial feedback, workshops, appraisals, etc. She wants to come meet the board and sit in on a meeting.

Lisa reported that one training resource insists that EEO training would be a must for all employees, plus an additional section of EEO training for managers and board members. Megan will touch base with this trainer to clarify recommendations for training.

Need to clarify with Karen to get a revised scope of what she can provide. The Board supports bringing in EEO and diversity training for staff. Megan recommends that we first pursue EEO training, which would include a review of the employee handbook.

Lisa Morrissey, Human Resources Manager, is starting leadership training with staff.

BOD Code of Conduct Review

Kate put together a comparison of the old code of conduct with proposed revisions taken from the CBLD Code of Conduct for D5 Board Processes. Revisions will now refer to Board members as “Directors” rather than “members”. The Code of Conduct will rephrase and build a clearer expectation about acting in good faith. A new clause will be added about no self-dealing.

Another addition stipulates that Board Directors will sign the Code of Conduct annually, and will verbally report potential conflicts of interest by the next Board meeting, if not sooner. Another addition addresses Board Directors also being employees of the Common Market.

Sasha recused herself from discussion regarding employees who are also on the Board of Directors. There is a sentence in item 2.4 of the suggested CBLD template stating that any director who is also a paid employee will resign from the Board if and when their employment ends. This is the Board’s first instance of a staff member being on the Board. John asked why an employee who voluntarily resigns from their position at the market would by default need to resign from their role on the Board? Kate stated that the template is the way it is for a reason – there potentially could be a case for this policy that the Board never thought of. One owner in attendance suggested that we clarify for how long a period of time one would be removed from their position on the Board. For instance, could someone be kicked off, then re-apply right away? All were in favor to remove this sentence of item 2.4.

A clause regarding praising Common Market staff in an unbiased manner was discussed.

An addition was made stating that Directors agree to continue to honor confidentiality after leaving Board service. A clause about using email sparingly for communication was removed. It may be clarified to state email should be used sparingly for debate.

John moved to approve with the revision to delete last sentence from item 2.4. Kate seconded; all were in favor. Sasha included herself on the vote. All Directors will now review and sign the code of conduct at the first Board meeting following annual elections.

Board Elections:

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Jim Hannah will not be running for the Board in this election. Annie has no updates from the Board Development Committee about elections. Kate is not up for re-election, so the Board will need to appoint someone for the ballot for her position. Elina is hoping to re-run but needs to look at medical school schedule. Lisa announced to owner guests in attendance that there will be information sessions June 14th (6:30 – 7:30) and 23rd (10:00 – 11:00). These sessions will feature a brief presentation about coops and holding a position on the board. Information about the election and information sessions is available online. Close of Business on July 9th is the deadline for applying. Annie won't be able to attend the information session on the 14th but Megan will go in her stead. Sasha won't be here for the information session on the 23rd but can be for the 14th. Sasha will have someone send a reminder about these dates

Odds & Ends:

Lisa will confirm with Michael and touch base with the Board about annual board retreat. Tentative date is November 17th.

CCMA wants silent auction items – Sibylle has a common market bag, a mug and a pack of coffee to contribute.

Mother Earth News Fair is June 2 & 3 at the Frederick Fairgrounds.

John advocacy committee update: Sasha is going to step down from the advocacy committee as she no longer has time with her new position at the market. Charles Heureaux, graphic designer, Sasha and Grady O'Rear collaborated to build a landing site on the website, primarily to advertise the candidate forum on June 12. For the candidate forum, there are 11 possible questions the Common Market will pose with the League of Women Voters. Some topics in those questions that align with the Common Market's ends include farmland use, plastic pollution, land use in Frederick county, minimum wage law, standards of living, and coop businesses. The forum will be held at 5112 Pegasus court from 7pm – 9pm. The Board approves the Common Market to send an email blast to promote awareness of the event. The next newsletter deadline is June 11; Annie will draft a mention about elections to be included in the newsletter.

MAFCA: The next MAFCA meeting is on Sunday, July 29 at Newark Natural Foods in Delaware. The tour is at 11:00, lunch is at 12:00, and the meeting will run until 4:00.

At 7:59 Lisa motioned to adjourn to executive session.

Minutes taken by Erin Zavala.