

**Frederick County Consumer Cooperative  
Board of Directors Meeting  
February 22, 2018  
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**Board members present:** Lisa Williams, Annie Marshall, John Beutler, Sasha Crum, Jim Hanna, Sibylle Mangum, Kate Moss, Elina Myers, Megan Schneebaum

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

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

**Consent Agenda**

The Consent Agenda, including refund requests from owners 7178, 3896, 7710 & 7539, was approved. One additional refund for owner 4656 was added.

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

**Owner Comment Period**

One new owner and one existing owner attended to observe Board proceedings.

**Electronic Monitoring – C3 Delegation to GM; D6 BOD Committee Principles; D3 BOD Agenda Planning & Minutes**

Board monitoring from January and February 2018 were reviewed.

Compliance was reported. The Board discussed the ideal level of detail and refinement of policies. Annie commented that ends policies should be broad so as to not become too limiting. The Board will continually consider revisions to ensure satisfaction.

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

**Discussion: Review Board Code of Conduct**

Policy review as the Board evolves was discussed. The Board addressed a policy regarding Common Market employees who also hold a position on the board, as well as special circumstances surrounding that employee's tenure on the Board, such as termination of employment. It was agreed that the individual's roles as employee and Board member should be clearly separate.

The Board also discussed policies for Board member attendance at Board meetings and other proceedings.

Lisa stated the old and new policy language will be reviewed for further discussion at next month's meeting. Current language will be sent out to the Board.

**GM Monitoring - None**

Nothing to report.

**Expansion Discussion**

Bob provided an update on store expansion and the logistical and financial benefits/limitations of locations under consideration.

**Discussion: Member Task Force Development Proposal from January Meeting**

The Board continued discussions about Board task forces, an idea proposed by owner Grady O'Rear during January's Board meeting as an attempt to increase member engagement and address community advocacy issues. It was determined that the existing Advocacy Committee is already in place for these concerns. As we are not a political advocacy coop, Board members agreed that the Advocacy Committee work must closely align with the Ends. As a whole,

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the coop should be a welcoming and inclusive place for people of all backgrounds, and care need to be taken so that any actions would not alienate anyone.

John is still chair of the advocacy committee, and is willing to keep this position. Other Board members, as well as owners, interested in participating will be welcome to join.

The potential to be a future resource of information for coop startups and buying clubs was briefly discussed. We'd like to see a more active Advocacy Committee. Owner Grady O'Rear will be invited back to attend next month's Board meeting.

**Treasurer proposes BOD 17-18 Budget**

Megan presented her first draft of the BOD 17-18 Budget and reports there are several pieces of information that need to be included when received from the store's Finance Manager. She reports there are not many changes from last year. The development budget remains the same, and Annie encouraged Board members to attend events within this budget. Lisa stated that the finalized budget will be up for approval during the March Board of Directors meeting.

**Odds & Ends**

Bob announced that we will be starting the Mystery Shop program again, and presented a revised Mystery Shop evaluation form.

Store shoplifting and the new camera security system were discussed. The Frederick City Police Department has been notified about and no trespass notices have been distributed to known shoplifters.

The Board discussed attendance at upcoming events and meetings, including a March Mid-Atlantic Food Coop Association meeting and the 2018 CCMA conference.

Lisa addressed Board members whose positions are up for re-election this year, and encouraged those members to consider if they want to run again.

The Board contact information sheet was updated.

At 8:03 Annie moved to adjourn.

Notes taken by Erin Zavala.