

**Frederick County Consumer Cooperative
Board of Directors Meeting
January 25, 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

The meeting was called to order at 5:59pm by Lisa Williams, Board President. A quorum was present.

Consent Agenda

The Consent Agenda, including refund requests from owners 7482, 5918, 6985, 6699, 4861, 5826, 6683, was approved.

Two additional refunds for owners 6678 and 3757 were added. Sasha moved, Annie seconded, and it was unanimously approved.

Owner Comment Period

Owner Grady O'Rear proposed increasing owner and greater-community engagement by encouraging participation in Board task forces regarding community advocacy issues.

Two new owners attended to observe Board proceedings.

Electronic Monitoring – C3 Delegation to GM; D6 BOD Committee Principles

Due to a technical issue, this monitoring survey will be conducted again and reviewed next meeting.

GM Monitoring – B3 Financial Condition; B4 Asset Protection

B3 Financial Condition – Bob presented report B3 to the Board. The coop's financial condition and performance is in compliance with designated targets. Annie moved to accept the report as presented. Jim seconded, and it was unanimously approved.

B4 Asset Protection – Bob presented report B4 to the Board. Partial compliance was reported, and an account for this was provided to the Board. Lisa moved to accept the report, John seconded, and it was unanimously approved.

HR Audit Results & Expansion Update

The results of a recent HR audit and proposed goals were presented to the Board.

An update regarding expansion options and their respective timelines were also provided.

3-Year Plan Finalization

The plan was further discussed and reviewed, and then finalized. John moved to accept the 3-year plan as revised, Jim seconded, and it was unanimously approved.

2018 Board Calendar Review

The Board's calendar for the year was reviewed. Jim moved to approve the calendar as presented, Lisa seconded, and it was unanimously approved.

Board Secretary Election

A vote was held for the Board Secretary position. Kate Moss was elected to the office.

Odds & Ends

Upcoming events were reviewed and discussed.

Lisa motioned to adjourn at 7:11pm.

Notes taken by Sasha Crum.

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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.

**Frederick County Consumer Cooperative
Board of Directors Meeting
March 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 6:02pm by Lisa Williams, Board President. A quorum was present.

Consent Agenda

The Consent Agenda, including refund requests from owners 6160, 1377, 5626, and 7740, was approved.

Owner Comment Period

Two owners were present for the meeting, including Grady O'Rear, who returned for follow up on his suggestion for an owner task force during the January board meeting.

The Board recommends that the Advocacy Committee is the best vehicle to achieve the goals O'Rear proposed. John will continue chairing the advocacy committee, along with the involvement of O'Rear and other interested owners to tackle one issue/goal at a time. Ideas for getting the word out about the committee were discussed, including a mention in the next store newsletter, which John will handle. O'Rear proposed hosting a candidate forum for the upcoming local election to see where candidates stand on issues important to our community. The committee could collaborate with other organizations in the community to host an event like this. Annie added that we can ask past Board candidates if they are interested in joining the advocacy committee.

Electronic Monitoring – Moved to April

Will be sent in April.

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

Membership – B8

Bob discussed plans to implement monthly incentives for owners beyond thrice-yearly discounted shopping trips. He also mentioned the idea of a special discount or coupon for owners based on the length of their ownership. Bob is considering offering four discounted shopping trips per year instead of three.

Results show that it's been a great year for fundraising, and Bob noted that a record amount was raised for Puerto Rico hurricane recovery efforts. Results also show there has been a 5.8% growth in ownership. Over 90% of Patronage Rebate checks were redeemed this year, and over 10% of owners voted for the Board of Directors election. Starting this quarter, owners will now be polled for their choices of which organizations will receive Bring A Bag donations. Overall compliance is reported by the GM.

Annie moved to accept, John Seconded, all in favor.

Livable wage model discussion – B1

The livable wage for Frederick has been set to \$14.04. Bob reported that 75% of our full-time employees are making over the livable wage, and that our starting wage is going to be increased to \$13/hour. The state of Maryland has passed laws about sick leave, but our PTO policies are generous enough that we are not going to be affected by this. Workers comp dropped from .73 last year to .69. A score of 1 is baseline for national average; the lower the score, the better.

Staff Survey

Results from the recent staff satisfaction survey were reviewed. Bob noted that compared to results from 2015, 2016 & 2017, we scored very well. An HR audit recently showed that we are on track with current best practices, and employee feedback reflects this as well. Michael Healy recommends using a third party service to conduct the staff survey as it may help generate more responses. Lisa proposed waiting to accept the report until the board can better understand the questions and feedback from staff. All were in favor.

Discussion: Review Board Code of Conduct

Kate prepared the code of conduct revisions with a recommended template from CBLD as comparison.

On the current Code of Conduct, it is noted that it is applicable “when acting as a board member.” This statement will be included in any revision. In regard to reporting potential conflicts of interest, the Board should be made fully aware of these immediately. The Board will decide the definition of “immediately,” whether it be an email notification or the next time the board is together.

The template’s stipulation about violating the Code of Conduct states that any member can be removed from the Board by a 2/3 vote. Current Bylaws state that a majority vote, not strictly 2/3, can remove a member from the Board. We will keep the majority vote language and apply it to the revised Code of Conduct.

The attendance policy was also discussed. At one point there was a clear attendance policy in place, but it was dropped in the past. The CBLD template doesn’t specify an exact amount of attendance required of each Board member, but it established an expectation of attendance and engagement. Having this expectation in the code of conduct is good support to fall back on if there were any issue of Board member attendance in the future.

All Board members are in favor of re-signing the code of conduct on a yearly basis.

Over the next month Board members will think about desired revisions and make a decision at the next Board meeting. Kate will revise language into a new code of conduct to be distributed to the board before next month’s meeting.

Expansion Discussion

Bob updated the Board on store expansion proceedings and potential timelines for options under consideration. Bob also discussed potential website updates to allow customers to place orders online.

Odds & Ends:

The budget will be revisited next month once Megan receives more information from Common Market staff.

MFCA is on Sunday in Ambler, PA. John is attending; Elina and Kate are planning to attend as well. The next meeting will be in Newark, DE.

John discussed his presentation about the coop to the Frederick AARP chapter during a recent event. Approximately 200 people were in attendance, about a dozen of whom said they currently shop at our store.

Sasha requested final word from Board members interested in attending CCMA in Portland, OR from May 31 – June 2.

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Board members up for re-election (Jim, Sibylle, Elina) should notify Lisa whether or not they desire to re-run by next month.

Bob shared an article about how retail giants are going to struggle in the changing market. Price-based stores (dollar stores) are going up like crazy, higher end stores are doing well, but middle-road stores are suffering. More store closures are likely coming, so it's necessary to keep this in mind as we prepare for expansion, as new locations may become available.

At 8:31 Lisa motioned to adjourn to executive session.

Notes taken by Erin Zavala.

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Board of Directors Meeting
April 26, 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. Kate and Elina said they would be joining the meeting between 7 & 7:30.

Consent Agenda

The Consent Agenda, including refund requests from owners 8086, 3155, 7412, 7373, who are moving, and 3375, 5959, 5565, who are refunding for other reasons, was approved. An additional refund request for Owner 5919 was added because they are moving. John moved for approval, Annie seconded. All were in favor.

Owner Comment Period

An owner named Evan was in attendance. He was here for observance and to see if he's interested in running for the board. There will be a discussion on directors up for re-election.

Staffing Announcement

Lisa announced that Sasha was promoted to Marketing Communications Manager and now directly reports to Bob. A clear policy on staff members being on the Board will need to be drafted. Lisa proposes that it is fine for Sasha to be in the meeting tonight. All were in favor. Lisa advised Sasha to use her best judgement to not participate in certain activities/actions to avoid any conflicts of interest.

Electronic Monitoring

The Monitoring Report was not printed out prior to the meeting, so the Board was unable to review. This will be revisited next month.

GM Monitoring – B3 Financial Condition

This month's reporting is for the 3rd quarter and Year To Date performance. We are fully compliant with all financial indicators. Sales growth is still at 9%. Labor is dropping, and margins are increasing. Since Bob began working here, our starting wage has increased from \$8.50 to \$13.00/hour and we have lowered prices dramatically on over 100 items. All this was achievable by cutting down on shrink items. We will continue to lower prices in the future. Around the country 6 coops closed last year, 12 are in jeopardy, and 20 more are on the edge. Small co-ops are struggling; we are considered an extra-large coop. Our net income, debt:equity ratio, and sales growth all place above our peer group. Sales from last week were up 11.3%. Café did \$61,000 in sales; nine months ago, the record was \$50,000. Café now has a margin. Lots of work has been done with café and meat department. Meat department is up 9% in sales; six months ago it was down 2%.

March P&L: quarter's margin 39.1%. Two years ago, Café was losing around \$1000 per day. Last march it lost a fraction of that. Same with meat. In March the store earned almost \$100,000; throughout the 3rd quarter the store earned \$220,000. Year To Date, the store has \$350,000 in earnings. The 3rd quarter is going well because most money was spent during first half of the year, so spending is down now. EBITDAP will be close to \$700,000 by year's end.

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FY 2018 sales margin labor report: Bulk foods sales are up 13%. Grocery, café, MSC, produce, and wellness are all up from last year. Wellness has seen a \$100,000 increase in profit from last year. A more streamlined receiving process has helped to up their numbers.

NCG reports: Across the country coops are struggling. NCG reviews our numbers and assesses our risk factors. We've sent a lot of people for training, which bodes well with NCG. We are in a great position heading to the fourth quarter and into 2019. We will start to implement weekly profit and loss monitoring for each department as well as taking inventory every 21 days for verification against profit & loss.

Annie moved to accept, Sasha seconded. All were in favor.

New shelf tags update

Bob noted that we are adding new shelf tags to all the aisles with health attribute icons. Marketing will make vinyl clings with a key to the icons that will be placed on the floor at each end of the aisles.

Expansion Discussion

Bob discussed three options for expansion that are currently being considered. Pros and cons of each option and its location were discussed.

Approval of BOD 17-18 Budget:

Board meeting expenses will remain the same. The Board development budget was increased in 2017 in anticipation of mailings that would be sent; this budget will remain the same. The annual insurance rate increase is anticipated to be 12%. The budget includes funds for Coop Grocer Subscription that is paid every March. There is room in budget for extra sympathy and appreciation gifts. The CBLD quarterly payments increased by \$10; typically it increases by \$50, so the budget will account for \$50 in anticipation of next year. The training budget includes funds for the CCMA conference. There is no change in regional coop meeting expenses. The annual Board retreat budget is significantly lower than last year; it was adjusted by nearly \$1,500.

Sasha moved to approve, John seconded. All were in favor.

Board Elections Update & Incumbent Declaration:

Sibylle, Elina and Jim are up for re-election. Sibylle will run again. Elina wants to run again but will be starting clinicals at the hospital and would be able to commit to only 8 of 12 meetings. Lisa will check in with Jim as to whether he will run again. A bulletin will be posted in the next Spoonful. The nomination period will be longer than in previous years so candidates can have the chance to attend at least one meeting before running. There will be two information sessions on June 14th and June 23rd. Next month there will be a discussion on what Board members are able to attend those info sessions. Sasha will find the old files used for presentations at the info sessions and send to the Board to check for any content updates that need to be made.

Applications will be available after the next Spoonful is distributed on May 4. The Spoonful will feature a call for candidates with info on how to apply. Applications will be emailed to board@commonmarket.coop and Kate, Board

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Secretary, will check for these. There was discussion about opening an online voting portal. It is likely too late to implement for this year, but something to consider for future elections.

Odds & Ends:

There was a discussion on when to hold this year's Board retreat. November 17th is a potential date.

We will go forward with Sasha staying on board until a policy on staff members holding space on the Board is finalized.

John's update on advocacy committee: Grady has gone forward with the League of Women Voters to organize a candidate forum for the County Council at Large election. The forum will be held on June 12 from 7-9pm at the Unity Church (5112 Pegasus Court, Suite E, Frederick MD). There are 9 candidates for 2 positions on the County Council; at the time of the meeting, 6 candidates, including Kai Hagen, Danny Ferrar and Mark Long, have committed to the forum. The Common Market and the League of Women Voters will each pose 8 questions. The Board discussed what The Common Market will provide for the forum.

We will schedule another forum ahead of the main election in November. John and Grady are working with Marketing to add landing page on the Common Market website for advocacy committee to help spread word and provide info on how to get involved.

Kate will be stepping down from position on Board. The Board will fill the remainder of her term with a candidate from the election; whichever gets the least number of votes would be appointed to her term. Sibylle will likely volunteer to take Kate's position because she plans to move once her son graduates.

CCMA: Sibylle & Elina will be attending CCMA in Portland at the end of May. One more meeting before they head off. Annie wants to put together a silent auction basket of Coop branded items to contribute to CCMA. Sasha will discuss this with marketing team.

There is a new documentary about Coops: Food for Change. The producers are aiming to have 50 screenings in October, National Coop Month, and we might want to consider sponsoring a screening. This would fall in line with a lot of our ends: marketing, advocacy and communication. Kate will forward information to Lisa, John and Sasha.

At 7:53 Lisa motioned to adjourn to executive session; Annie seconded.

Minutes taken by Erin Zavala.

**Frederick County Consumer Cooperative
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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.

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Board of Directors Meeting
June 28, 2018
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Board members present: Lisa Williams, John Beutler, Sasha Crum, Sibylle Mangum, Kate Moss, Megan Schneebaum, and Elina Myers

Board members not present: Annie Marshall and Jim Hanna

Staff members present: Bob Thompson, Vincent Townsend; Jared Pringle came by to say “hi.”

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

Consent Agenda

The Consent Agenda, including refund requests from owners 3868, 5648, 6756, and 7335, who are moving; owner 7968, who doesn't shop as often as before; and owner 8030, who is unhappy with owner benefits, was approved. Also included - a proposal to name Sasha Crum and Jared Pringle as authorized check signers.

Sasha moved to approve, John seconded, and all were in favor.

Owner Comment Period

Members Vincent Townsend (staff), Stephanie Walker, and Ann Andrex were in attendance.

Member, Ann Andrex, talked about a pilot program for roofless solar. Neighborhood Sun, a B Corp (Triple bottom line type company) is setting up a solar array of 18 acres in Williamsport. Anyone paying the power company for electric - individuals - may buy a subscription. NS is requesting that the Common Market sign a partnership agreement to allow a representative to promote subscriptions at the store. Requesting a one-year agreement between CM and NS, no cost. For every household that signs up NS will donate \$100 to CM.

Bob will discuss with Marketing, and get back to Ann tomorrow.

Electronic Monitoring

D5 BOD Member Code of Conduct –

Recently revised language was included in the monitoring.

John moved to approve board monitoring; Sasha seconded. All were in favor.

GM Monitoring

B5 Communications and Counsel to the Board –

Did not get enough responses, so going to revisit next month. Emergency management succession.

Expansion Update

Bob gave an update on the expansion.

Some good news: Going to hit \$21M in sales this weekend. Cooler purchased for lobby area will pay for itself in two weekends. Bigger retailers are paying their new suppliers in 90 days; we pay in 30 days - often in just two weeks.

Harvest Co-op Loan Request

Bob sometimes helps other coops go over P&L, including Harvest. Harvest Co-op met with National Cooperative Grocers (NCG); the new GM put together a business plan. Their two stores are on the small side, look a little old and tired.

Several Whole Foods around them. They have asked the Eastern Seaboard coops to loan them some money, for example \$10,000.

Bob will email financial data out to the board.

CCMA Debriefing and Diversity discussion

Sibylle reported that cooperative responsibility to the community was a big topic at CCMA. Diversity is being addressed at a national level. The awareness is there that it's an issue, actively working towards addressing it. Color, culture, income, religion, range of ages, and more.

A larger store would enable us to offer a wider range of products, being more inclusive. We could invite the CCMA speaker, Patricia from Ithaca, NY. Lisa Tabor from Minnesota.

Bob pointed out that our membership fee may be too high. Bob said they will go back to work on it, and bring some ideas back to the board. For example, a wellness accessibility program where owners can pay into a fund that helps low income families with ownership fees.

Elina arrived late, and concurred with Sibylle that diversity was a big topic at CCMA. Coops see greater participation in board election voting when it is available online. We could invite the CCMA speaker, Patricia from Ithaca NY. Lisa Tabor from Minnesota.

Decision to establish a committee to address diversity. Sibylle will head the committee. Megan and Elina will participate.

Advocacy Committee – Candidate Forum Debriefing

Our Candidate Forum with the League of Women Voters was a success. All nine at large candidates showed up. LWV did most of the work - wonderful moderator from Hood College. There were a lot of questions. Some of our questions (Paris Climate Accord, composting, plastic bags) were included. Three candidates used the option to submit written answers; responses were posted on our website, and on the LWV FB page. Live streamed on site to 177. 93 people onsite. Front page coverage FNP, and TV coverage. Time spent by staff on this was not excessive. Had some marketing materials outside.

Discussion on whether we do this for the General election. League of Women Voters already has four set up with co-sponsors. So they have encouraged us to have a candidates forum for the 5th district, and they would collaborate with us, use their logo on flyers, get a moderator, publicity on their FB page.

Grady invited the board to attend the next advocacy committee meeting. Requested the coop send an email blast to owners announcing the meeting - save the date 1.5 weeks in advance, and then two days ahead of the committee meeting. Grady asked if he could set up a table at the coop's outreach events. Sasha listed upcoming events.

Board Elections Update - Report on Candidate Sessions

Board info sessions - the five attendees were very enthusiastic. Sasha, Megan, and Lisa facilitated.

Kate is forwarding board applications as they are received to Annie. Owner Services gets anything submitted on the website.

Candidate Forums are coming up.

This winter the board will need to decide if the recommendations for Board candidates should become requirements.

Odds & Ends

- **Food For Change Screening (October)** <http://foodforcharge.coop>

John thinks the coop did contribute funds to this venture when it was first started. Sasha will look into renting Holiday Cinema, the library. Maybe Westview cinemas. Stephanie added that Frederick airport does screenings too.

- **MAFCA meeting July 29 @ Newark, DE**

11am - 4pm. They've asked John to get someone to come and talk about branding on a panel. Good if Bob could present on this topic. (October 27 at Bushwick Coop, Brooklyn NY. Topic will be race in coops.)

- **Retreat Date 11/17 – 11/18 confirmed**

11/17 retreat, and 11/18 new board member orientation. John suggested we go back to Claggett Center by Buckingham's Choice. Fox Haven is another option. Sasha offered to help find a location.

- **Mother Earth News Fair debriefing**

Our Coop participated with education, tables, and giveaways. This is a long standing magazine, started doing these fairs In 2010. The umbrella company recently purchased Frederick News Post, and this is the first in Frederick. 8,000 attendees, despite concurrent Frederick Arts Festival and First Saturday.

- **Good of the Order**

At pm 8:17 pm Lisa motioned to adjourn to executive session.

Minutes taken by Kate Moss.

**Frederick County Consumer Cooperative
Board of Directors Meeting
July 26, 2018
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Board members present: Lisa Williams, Annie Marshall, Sasha Crum, Sibylle Mangum, Kate Moss, Megan Schneebaum

Absent: John Beutler, Jim Hanna, Elina Myers

Staff members present: Bob Thompson, Erin Zavala (Minutes)

The meeting was called to order at 6:05 pm by Lisa Williams, Board President. A quorum was present.

Consent Agenda

The Consent Agenda, including refund requests from owners 5979, 5509, 7199, 4158, 5533, and 6427, who are all moving yet report satisfaction with the coop, was approved. An additional request for refund from owner 3356 was approved.

Annie moved to approve, Sasha seconded, and all were in favor.

Owner Comment Period

Stephanie and Evan were in attendance to observe. They both have applied to run for the board. Lisa followed-up on Ann's comment from last month's meeting regarding a request from Neighborhood Sun solar power company to partner with the market to promote their services in the store. The Board looked into the company and discussed it with executive committee, ultimately determining that the company does not align well with what we're doing with our other community partners. Neighborhood Sun was offered, however, the option to come for owner fest or get a discounted rate on advertising in Spoonful. The Board wants to ensure they are consistent with their policies surrounding community partners.

Electronic Monitoring

Going forward, we will email the survey results and display them on the projector during meetings. Results will be printed only if there are any reports of less than 100% compliance. Kate stated that there was full compliance reported, except that there was partial non-compliance for the Secretary not getting the policy updates on the site sooner.

GM Monitoring

B2 Financial Planning: Budget for 2019

Bob will work on preparing 10-year scenarios for all expansion options currently being considered. Sales growth for 2019 is projected to 4.8%, putting us at \$22 million in sales. Last year, sales grew by \$1.7 million. Increased advertising, a reinvestment in store equipment, flyers and seasonal promotions will contribute to this anticipated growth. Lisa expressed an interest in budgeting for a 5% sales growth, which seems achievable based on this year's performance. Bob will present a budget factoring this in.

Prices across the entire meat department will be lowered over time, which will lower margins but increase sales overall. Labor for 2019 projected at 23.75% and there is a budgeted wage increase of 3%. The total Sales Per Labor Hour (SPLH) target is 105.

Budgeted capital expenditures will cover redevelopment of our website, new store fixtures, a new server for front end, steamer for café, rotisserie ovens, a new grab n go case, new coolers, new bulk bins, and electrical work. No debt is

expected to be incurred in 2019. We are assuming to make another \$100k in owner equity based on last 10 years of ownership growth.

A special coupon for 10% one purchase was sent to those who have been owners for 5-9 years. Several hundred have been cashed in so far. In August, a special coupon will be sent to those who have been owners for 10-14 years, and in September there will be a coupon sent to those who have been owners for at least 15 years.

The repairs/replacement budget was requested to be increased from \$15,000 to \$25,000 per quarter. This would allow us to ensure this store is in good condition if we move into a second location. Kate moved to accept the adjustment, Sasha seconded; Megan opposed, and all others in attendance were in favor.

The Board will wait to see the budget revision with 5% sales growth before voting on approval of B2 Financial Planning.

B3 Financial Condition

For Year to Date (YTD) and Quarters 3 & 4, we are hitting all our targets and financial indicators.

Our Peer group among the nation's co-ops changed a year ago: we are in a peer group with 18 other high-volume coops, which is the highest bracket among single-location coops. Our current ratio score is far above our peer group; the current ratio over the last 10 years has been growing. Net income over last 12 quarters has risen above peer group. Our sales growth for this past year was 7%, while our peer group averaged around 2%. NCG requires labor expenses to be below 24%; we are meeting this goal while our peer group is not.

Over the past two years our starting wage has increased from \$9 - \$13/hour. Over the last 10 years, the average SPLH was \$75. Bob believes the SPLH target likely wasn't being adjusted to reflect inflation and rising costs of goods – labor needs don't change but food costs do. Going forward, we will focus more on increasing staff productivity and refining store procedures such as stocking and receiving. Making these changes will slow us down initially, but it will speed up growth in the long run.

EBITDAP: we are back on track with historical standards. Inventory turns have declined because we have more inventory than ever before due to increased warehouse space. This is a good thing, though, because we are able to buy larger quantities at lower rates, which increases our margin.

The store is currently being audited, the report of which will be ready for August's Board meeting.

To recap our 4th quarter, sales were up 7.8% over last year. Margin was on budget at 39%. The cafe had a celebration moment with a profit of \$523. To recap YTD results, we are up 8.8% in sales from last year. Sales Per Labor Hour came out to 104, higher than the budgeted SPLH of 98 and last year's SPLH of 95. Income came out at \$629k, far exceeding the budget of \$291k.

Annie moved to accept B3 Financial Condition, Sasha seconded, and all were in favor.

B5 Communications and Counsel to the Board –

All but one Board member responded to the survey. Overall the report shows compliance with policies.

Kate motioned to approve B5 Communication and Council to the Board, Annie seconded, and all were in favor.

UNFI Update:

UNFI recently purchased Superfoods. Bob noted that this could bring about out of stock issues.

Expansion & Harvest Co-op Loan Update

Harvest Co-op has negative cash; -4.3% net income for sales. NCG is going to acquire the co-op, so it's likely that they will not need any loans. Their facility has not been renovated or invested in in years.

Expansion plans are moving forward for one site being considered. If plans proceed with this site, Bob will travel to Minneapolis with Store Manager Jared Pringle, Risk Management Analyst Sarah Lebherz and Marketing Communications Manager Sasha Crum to meet with NCG store designers to get ideas. We would have the opportunity to factor in the latest and greatest trends in food markets and eco-friendly construction.

Two years in review slideshow

Our café used to close at 6:00, but now we are open later and are considered one of the top co-op cafes in the country. Representatives of NCG were recently sent to our facility to see what we're doing to succeed. The meat/seafood/cheese department used to deal with regular outages of popular products and faced losses in sales. Now, the department is much more customer-centric, offering more options for our mid-level customers. The IT department has worked to resolve potential security liabilities and the installation of camera security has greatly helped our store. The installation of LED lights throughout the store has saved us \$30k on our energy bills over the last 9 months. Overall, the market is becoming more employee-centric, switching to weekly paychecks, relaxing the dress code, increasing wages and improving holiday pay policies. Employee-owners have increased from 11 to 30.

Elections update: review candidate applications, schedule meet & greet with candidates

The marketing department has created a draft of the ballot mailer. The ballot will be mailed on August 11. In order for owners to vote, they must be in good standing as of September 17, 2018. Ballots will be counted by Sasha Crum, Annie Marshall, Kate Moss and Lisa Williams on September 18 at 6:00 pm. Board members are asked to proofread the ballot before it is finalized. Candidate responses will be edited for spelling/grammar, not style and content.

A candidate Meet and Greet will be scheduled for Saturday, August 25th from 11am – 12pm on the cafe patio. In the event of rain or extreme heat it will be relocated to the Community Room. Final decisions will be made at the next Board meeting on August 23. A second date may be scheduled if not all candidates are able to attend.

Diversity Committee update – no update this month

Food for Change documentary:

Sasha reached out to a few local venues for potential screening locations for the Food for Change documentary. Rights to screen the documentary will cost \$500. It will be screened in October, which is National Co-op Month. The Weinberg Center in Downtown Frederick is the first choice for screening locations. It could possibly be held as a “pay what you want” event, and could also bring in local beer/wine vendors for concessions. The Board will reach out to Megan

Schneebaum about moving funds around to accommodate this.

Odds & Ends

The MAFCA meeting is July 29 in Newark, DE from 11am – 4pm. The Board’s retreat is planned for 11/17 – 11/18. No location confirmed yet, but Sasha will continue working on that.

Good of the Order

An employee requested a Q&A session the Board and employees as an opportunity for staff to learn more about what the board does specifically for the store and so that board members and staff can familiarize themselves with each other. The Board was in favor of arranging this once elections are over and any new members have been brought on.

At 8:30pm Lisa motioned to adjourn to executive session.

Minutes taken by Erin Zavala.

**Frederick County Consumer Cooperative
Board of Directors Meeting
August 23, 2018
Page 1 of 4**

Board members present: Lisa Williams, Annie Marshall, Megan Schneebaum, Kate Moss, John Beutler, Sasha Crum, Sibylle Mangum

Board members absent: Jim Hanna

Staff members present: Bob Thompson, Erin Zavala

The meeting was called to order at 6:05pm by Lisa Williams, Board President. A quorum was present.

Consent Agenda

The Consent Agenda, including refund requests from owners 4449, 7991, 5325 (moving), was approved. John motioned to accept additional refunds from owners 3471 and 4667. Sasha seconded, and it was unanimously approved.

A letter attached to a refund request from owner 4961 garnered conversation; the request was tabled for later in the meeting.

Owner Comment Period

Owner Sarah Heald expressed the advantage for the Frederick community of the old Safeway location for the Common Market's intended future expansion.

Evan Rosenberg attended in an effort to be further engaged with co-op proceedings, as he is running for the board.

Electronic Monitoring – D1 Governing Style

The Board reported compliance on D1: Governing Style.

Audit Report

LSWG auditors presented to the board the prior fiscal year's financial findings. The auditors indicated a clean audit was conducted which found the co-op is good financial health.

GM Monitoring – B7 Customer Service & Value; B9 Expansion

The GM reported compliance for B7: Customer Service & Value. Annie moved to accept the report as presented. Sasha seconded, and it was unanimously approved.

The GM reported compliance for B9: Expansion. Bob provided updates regarding plans and financing options. Kate moved to accept the report as presented. John seconded, and it was unanimously approved.

GM Monitoring report B2: Financial Planning, which was presented at the July meeting but held for small changes to sales growth goals, was reevaluated. The requested 5.1% goal had been incorporated. Annie moved to accept the report as adjusted. Kate seconded, and it was unanimously approved.

Diversity Committee Update

The committee report was tabled until next meeting.

Cost of Ownership Discussion

The cost and accessibility of ownership was discussed. The board shall discuss the matter further at the annual retreat.

Patronage Rebate Proposal

The year's patronage rebate allocation was discussed. Since profits were higher this year than prior recent years, the decision was made to use a percentage which would result in a similar dollar amount for owners' patronage rebates as in prior years, but would also retain more funds for expansion efforts.

Annie moved to accept a 100% allocation of eligible profits; to distribute 30% of this allocation to owners via patronage rebates; to set a minimum rebate disbursement of \$2.00. Kate seconded, and it was unanimously approved.

Odds & Ends

Elections update – Meet the Candidates event August 25 at 11am.

Retreat location – Fox Haven Nov. 17 & 18

MAFCA report – The Common Market's MSC Manager and John went to the July meeting to present on branding practices. Dues will now be based on annual sales. Next meeting is Oct. 27 at Bushwick Food Co-op in Brooklyn, NY.

Advocacy Committee Update – Meeting held August 20th. Considering an early-October forum for the general elections. John is connecting with candidates regarding a forum for the sheriff's office. The Advocacy Committee plans to discuss after the elections plastic pollution.

Ownefest – September 22nd

Ballot Counting – Tuesday, September 18th at 6pm. Annie, Kate, Lisa, Megan, Sasha will count.

Food for Change – Planning underway. Will be held at Hood College.

Revisiting Owner Refund Request Letter – After further discussion, Kate moved to accept the refund request. John seconded, and it was unanimously approved.

At 9:20pm Lisa motioned to adjourn to Executive Session.

Minutes taken by Erin Zavala, edited by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
September 27, 2018
Page 1 of 2**

Board members present: Lisa Williams, Annie Marshall, Megan Schneebaum, Kate Moss, John Beutler, Sasha Crum, Sibylle Mangum, Evan Rosenberg, Stephanie Walker

Staff members present: Bob Thompson

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

Consent Agenda

The Consent Agenda was approved with two alterations: the August 2018 meeting minutes should reflect a start time of 6:05pm and owner 7656 was added to the accepted refunds.

John motioned to the Consent Agenda as amended. Sasha seconded, and it was unanimously approved.

Owner Comment Period

Karen Snyder, the Common Market's HR consultant, was present.

Advocacy Committee Report

The Advocacy Committee held a meeting at which it was discussed hosting a candidate forum for the general election this November. The committee chose not to pursue this. The committee is currently researching plastic pollution issues to present a proposal for action that may be taken on the matter.

Electronic Monitoring – D1: Governing Style

The Board reported compliance on D1: Governing Style.

GM Monitoring – Ends Policy

The GM reported compliance for the Ends Policy. The policy will be revisited for vote at the October 2018 board meeting.

Expansion Update

The board will tour the proposed site in the coming month. Bob presented updates to the financing options. A pro forma is being prepared.

Retreat Planning

The board retreat this year will be held at Fox Haven on Sat., Nov. 17th 9am – 4pm and Sun., Nov. 18th 9am – 12pm. The board will discuss expansion plans, the cost of ownership, the Diversity Committee, the 3-year strategic plan, and staff and ownership reflecting the community.

Kate Moss Resignation / Interim Secretary

Kate Moss, Board Secretary, is stepping down from the board. The board thanked her for her service.

John Beutler was named interim Secretary.

David Cloutier was available for a one-year appointment to fill Kate's empty board seat. John moved that we offer David an appointment to the board. Evan seconded, and it was unanimously approved.

Odds & Ends

- The vote to accept the final draft of the audit report will occur October 2018.
- Ownerfest went well. Proposed improvements were offered.
- Food for Change screening to occur Oct. 26th.
- The next MAFCA meeting to be held Oct. 27th at the Bushwick Coop in Brooklyn.
- Bob reported that he spoke before the Frederick County Liquor Board regarding a proposed amendment to county law to allow small, independent grocers to sell beer and wine on their premises. The amendment was unanimously approved and submitted to the Maryland Senate.

Good of the Order –

- A co-op was recently devastated by flooding. NCG is donating \$10k to their rebuilding efforts.
- Official welcome of new members Evan Rosenberg and Stephanie Walker!
- NCG asked Bob to visit a coop in October to advise them.

At 8:57pm, Lisa motioned to adjourn.

Minutes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
October 25, 2018
Page 1 of 2**

Board members present: Lisa Williams, Annie Marshall, Megan Schneebaum, David Cloutier, John Beutler, Sasha Crum, Sibylle Mangum, Evan Rosenberg, Stephanie Walker

Staff members present: Bob Thompson

Owner present: Karen Snyder

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

Consent Agenda

The Consent Agenda was approved. Two additional ownership refund requests were submitted from owners 3374 and 6695. Sasha motioned to approve the additional refund requests. John seconded, and it was unanimously approved.

Owner Comment Period

The term's new directors, David Cloutier, Evan Rosenberg, and Stephanie Walker, introduced themselves. Karen Snyder is acting as the co-op's HR consultant. She is available to both employees and the board.

GM Monitoring – A: Ends

Bob reviewed again the GM Monitoring Report for Policy A: Ends, which reported compliance.

- The Community Room reservation requirements are being reviewed.
- The website is being relaunched to promote more effective communication to our owners and customers.
- The voting rate decreased during Board Election 2018. The co-op will explore integrating online voting in future years.
- Ownerfest experienced a large turnout this year.

John motioned to approve GM Monitoring Report A: Ends as presented. Evan seconded, and it was unanimously approved.

GM Monitoring – B3: Financial Conditions

Bob presented the GM Monitoring Report for Policy B3: Financial Conditions.

- Driving productivity and holding staff accountable to expectations is key to success.
- The warehouse has allowed the co-op to make discounted bulk purchases, which has allowed for discounts without affecting margin; this has been a significant influencer in altering negative price perception.
- The first quarter is usually the most difficult, but the co-op finished up 6% over last year.
- The co-op is reintroducing a Facebook campaign and exploring 401(k) options to aid in staff retention.

John moved to accept GM Monitoring Report B3: Financial Conditions. David seconded, and it was unanimously approved.

Audit Report

The Audit Report had been evaluated and reviewed. Questions some board members had had been answered. Stephanie moved to accept the report, Lisa seconded, and it was unanimously approved.

Expansion Update

Bob reviewed some expansion options which had been explored in the recent past. The Common Market submitted a request to Safeway for 128 days to review the 927 W. 7th St. property potential. A pro forma shows a positive outcome. Bob will bring further information to the retreat for continued discussion.

Retreat Preparations

An agenda for the retreat was prepared by the board's consultant. The discussion items largely surround expansion. The board discussed the agenda, and chose to increase expansion discussion to all day Saturday, to culminate in a decision; Sunday to include community communication, a new-director orientation, and additional topics. Lisa will communicate the desired changes to the board consultant.

Odds & Ends

- The "Food for Change" screening event is tomorrow.
- The next MAFCA meeting is Saturday, 10/27 in New York.
- Annie suggests a non-board member take the minutes in future.
- Turkey offerings & a 10% November discount postcards to be mailed upcoming.
- A consultant is coming on site in the coming month to evaluate potential improvements to Café.

At 8:01pm, Lisa motioned to adjourn.

Minutes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
December 11, 2018
Page 1 of 2**

Board members present: Annie Marshall, Megan Schneebaum, David Cloutier, John Beutler, Sasha Crum, Sibylle Mangum, Evan Rosenberg, Stephanie Walker

Board members absent: Lisa Williams

Staff members present: Bob Thompson, Sarah Lebherz, Michael McMahon

The meeting was called to order at 5:58pm by Megan Schneebaum, Board Treasurer. A quorum was present.

Expansion

The study period regarding the former Safeway site was extended to 12/21/18. At that point, another sum will be due to continue moving forward regarding this property. The Common Market's full deposit of this sum plus the initial sum would be non-refundable after 12/21/18. The final appraisal is not expected to be provided to the co-op until after 12/21/18.

Co-op management is currently negotiating construction costs and loan possibilities to create an advantageous balance of sources and uses.

Fundraising Campaign

The board and co-op management are exploring feasible fundraising campaign structures. The funds goal, timeline, and investment possibilities are under discussion.

A CDS co-op consultant who specializes in co-op fundraising, Ben Sandell, called in to the board meeting. He provided ample advice, including suggested timeframes, investment limits, a feasible funds goal, outward communication strategies, a potential fundraising team structuring, expected limitations and legal complications, etc.

The board discussed prudent timing for rephrasing our mission statement based on auditor recommendations.

Expansion Discussion Wrap-up

The board has two decisions due on 12/21/18: 1) whether to invest a further, non-refundable deposit towards the Safeway site, and 2) whether to move forward with a preferred shares structuring to fund expansion.

Board Officer Voting

Annie opened nominations for President. Annie nominated Megan, and Evan seconded. Annie declared the nominations closed.

Annie opened nominations for Vice President. Sasha nominated Annie, and David seconded. Annie declared nominations closed.

Annie opened nominations for Secretary. Sasha nominated herself, and Megan seconded. Annie declared nominations closed.

Annie opened nominations for Treasurer. Megan nominated Stephanie, and Annie seconded. Annie declared nominations closed.

Annie opened a vote for the provided slate of President – Megan, Vice President – Annie, Secretary – Sasha, Treasurer – Stephanie. It was unanimously approved.

Odds & Ends

- The scheduled December 13th board meeting was moved to December 18th.
- Bob recapped a visit from cooperators based in Nepal.
- Annie provided full disclosure that she has been asked to submit recipes for \$50 each for *Spoonful*, and that she has accepted the offer.

At 8:54pm, Megan motioned to adjourn.

The board meeting minutes were taken by Sasha Crum.

**Frederick County Consumer Cooperative
Board of Directors Meeting
December 18, 2018
Page 1 of 2**

Board members present: Annie Marshall, Megan Schneebaum, John Beutler, Sasha Crum, Sibylle Mangum, Evan Rosenberg

Board members absent: Lisa Williams, David Cloutier, Stephanie Walker

Staff members present: Bob Thompson, Sarah Lebherz

The meeting was called to order at 5:58pm by Megan Schneebaum, Board President. A quorum was present.

Consent Agenda

The Consent Agenda was approved; Annie moved to accept the agenda as prepared, Evan seconded, and it was unanimously approved.

Electronic Monitoring

John moved to accept the electronic monitoring as presented, Annie seconded, and it was unanimously approved.

GM Monitoring – B9 Expansion

Proposed new site plans continue. Currently, it is being explored if the building structure of the former Safeway site on 7th Street could support the installation of solar panels.

Cost negotiations and plan adjustments with the architect and contractor continue.

Bob discussed a candidate for the campaign manager position to lead the drive for preferred shares. Our CBLD consultants on the project, Ben Sandell, will interview the candidate to ensure a positive fit for the role. Separately, a lawyer has been engaged to propose a model for preferred shares that is in accordance with Maryland law.

Bob and Sarah have been in conversation with state legislators regarding the positive effect certain liquor licenses could have on business in Frederick County. The Frederick County Liquor Board will provide state legislators its final proposal for new legislation on January 19th.

Expansion Update & Vote on Security Deposit

John moved to make the initial \$50,000 deposit to Safeway permanent, and to further permanently invest \$150,000 towards the former Safeway site on 7th Street, which temporarily seats the Common Market as the sole contender for site negotiations. Sasha seconded, and it was unanimously approved.

The completed appraisal is expected shortly, which will allow progress regarding the completion of financing negotiations.

Were settlement on this site to occur, it would happen February 2019.

Draft 3-Year Strategic Plan

Technical issues occurred during the plan presentation, so it was tabled to next meeting.

2018 Board Calendar Review

**Frederick County Consumer Cooperative
Board of Directors Meeting
December 18, 2018
Page 2 of 2**

John presented the draft of the 2019 board calendar.

Odds & Ends

- **January meeting** – The January meeting date changed from 1/24 to 1/17. Those who cannot attend the meeting may provide communication via email.
- **Board dinner** – The 2019 board dinner will occur at the Wine Kitchen after the February board meeting on 2/28. One guest each is invited.
- **Check Signing Change** – Annie moved to remove Sasha as a check signer and to install Max Smith as the company's third check signer. Evan seconded, and it was unanimously approved. Sasha recused herself from the vote.
- **Feb. meetings** – The board will meet on Feb. 13th and Feb. 28th.
- **MAFCA** – The next MAFCA meeting will tentatively be held at Mariposa in Philly in early April. The following meeting will occur in June or July, which may be hosted by the Common Market.

At 7:13pm, Annie motioned to adjourn.

Minutes were taken by Sasha Crum.