

**Frederick County Consumer Cooperative
Board of Directors Meeting
May 28th, 2020
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Board members present: Megan Schneebaum, Annie Marshall, Stephanie Walker, Evan Rosenberg, Melanie Ahern, John Clarke, Sibylle Mangum, Bob Wolpert, John Beutler

Board members absent: N/A

Staff members present: Sarah Lebherz, Max Smith, Ashley Pilahome

The meeting was called to order at 6:05am Megan Schneebaum via Zoom.

Approval of Agenda

Agenda is approved.

Consent Agenda

Member of the founding family, Randy Williams passed away. Randy and Francy were a part of the three founding families that found Common Market.

Minutes and Refunds approved.

Owner Comment Period

Owners: Barbara Conelley, Nick Fitzpatrick and Kristin Manos were present.

No owner comments.

Electronic Monitoring

- D2 – votes were all compliant.
- D7 – votes were all compliant – some comments from a newer board member who wanted more understanding of what is offered.

GM Search Update

Here is a quick update from the Board of Directors on the GM search process:

The Board had many discussions about our criteria for hiring a new GM, and came to a decision about the qualifications and characteristics we wanted to see in potential candidates for the position.

Once that was accomplished, we contracted with The Carlisle Group, which is a management recruitment firm based in Pennsylvania. One of their focus areas is hiring for grocery stores, and more importantly, placing managers at many co-ops around the country. The Carlisle Group's process goes like this: the Carlisle representative meets with some Board members, who convey what the Board is looking for in a candidate. Then The Carlisle Group sends individual Board members lengthy questionnaires to gather additional information. With this info, they choose some possible candidates to send us, by way of resumes, professional screening tools including personality assessments, and in many cases, videos of the candidates answering some preliminary interview questions. If we are interested in talking to a candidate or candidates, we schedule interviews. We also have the job opening posted on The Common Market web site so interested folks can contact The Carlisle Group to express their interest.

So far we have conducted virtual, preliminary interviews with several applicants, all conducted remotely. Next steps will include second round interviews that will also incorporate a visit to the store so that final candidates can experience The Common Market in person. The Board will also hear feedback from a few upper management folks and will incorporate their reflections into our pool of information and impressions.

Expansion update: pro forma and Capital Campaign

We had \$4 million in our proforma and are just a little under that at \$3.97k. There were a little over \$100,000 in changes that needed to be made such as Plumbing. HVAC units and lighting were sourced equipment and is holding well. Sarah feels we are in good shape with that. Gary Large, contractor, feels very good with the progress and most of the things that would need to be changed are behind us changes are behind us. We have not collected any more money, nor made a push, for the capital campaign. We would like to do an update and last call to owners. Sarah would anticipate sending this out at the end next week. John B. moves to accept, Annie seconds, all are in favor.

Contract with Auditor

We will be using the same firm as last year; we are not recommending a new change. Sarah recommends moving forward.

PPP Loan

Sarah explained that there is no harm in looking into the PPP Loan and presented the information. Sarah reached out to Woodsboro bank to see if they are willing to increase their access funds – we are just starting to look at the information and wanted to bring it up in case we would like to move forward with applying for the loan. Stephanie is concerned that this is to go towards payroll and has questions about this and will reach out to Sarah with more specific questions. Sarah mentioned that while we might be okay right now, we might need this down the road. John B. agrees with Sarah and mentions that we do not know what is going to happen before we get to the new store and we want to make sure that we are ready. Sarah will follow up with more information as it is gathered.

GM Monitoring: B6 – Emergency Management Succession; B9 - Expansion

Typically, the Board would ask the GM to prepare their Emergency Management Succession plan, however Sarah and Max were asked to prepare information for what their emergency succession plans would be. Sarah provided her list of contacts and what each contact can be reached for. Max went through his plan with listing Killian and Mike, assistant store managers, as well as Seamus, Fresh Category Manager and Troy, Category Manager.

John C. ask for Max to make a memo and John B. asked for Sarah to add phone numbers to her contact memo.

B9 – Expansion was reviewed earlier in the meeting and can be found under section, *“Expansion update: pro forma and Capital Campaign”*

Sales Updates

At the beginning of the year we were right along pace with last year, however, due to the pandemic, we are up. We recently have had a drop in sales and now starting to see it level out. Without the sales from the café, customers are buying more panty and meat items. Transaction count is seeing the same trend but due to the lunch crowd we are seeing average basket up but transaction down. Curbside sales started off low then ramped up very quickly; now we are starting to see a flattening out of sales. While we are continuing to experience some supply issues, we are still on par with last year. We are starting to see more products come back in stock but its hard to tell trends because days are switching from one day to another. Annie asked if we have any people refusing to wear mask and max answered yes but nothing terrible and we have a “gatekeeper” that is maintain safety and count of customers inside at once.

Honor Our Own Month

This month, we are focusing on providing much-needed resources, recognition, and appreciation for our staff as they have worked tirelessly for the community during the last several months. Follow along for updates on what we're doing to thank our staff by visiting this link: <https://www.commonmarket.coop/just-a-spoonful/honoring-our-own/>

BOD Elections

Annie will be scheduling the Zoom meeting for the Board Info Session and she will invite possible board members and managers that would like to talk. Info sessions are: June 11th at 6:30pm and June 22nd at 6:30pm. It is a requirement for individuals who would like to run attend one of these sessions. Annie has also recently worked on the application as well!

BOD Secretary Election

As we know, our beloved Evan is moving, and we will need to vote on a new BOD Secretary. Megan would like to nominate John C, Evan seconds the nomination and all are in favor. John Clarke will be the new Secretary for the Board.

Odds & Ends

- CCMA – Ashley has registered everyone.
- Board Bio Page – please get this over to Annie
- Calendar change June 25 – Megan proposes the date be changed back to June 25th and the board agrees – we will continue to meet via zoom until further notice.
- Annual Meeting Date – as we have discussed already – because we are hoping to open the new store in the middle of September, we decided no owner fest for grand opening – we were looking at October and November. Bob W. suggests November 7th and combined annual meeting and retreat at the same time. We are required to have a quorum at the annual meeting.
- Owner Appreciation – June is OAD month
- Policy Evaluation postponement – Megan proposes to put this to the side for now so they can focus on the GM search and getting that completed – everyone is good with this.
- Good of the Order
- Follow up work/next steps