

## **Frederick County Consumer Cooperative**

### **Board of Directors Meeting**

**January 26, 2023**

**Board Members Present:** Megan Schneebaum, Toby Schermerhorn, John Beutler, Alecks Moss, Juan Ducos, Armando Martinez, Mary McKelvie, Joe Eastwood, Julie Richards

**Board Staff Liaison Present:** None.

**Board Member Absent:** None.

**Staff Members Present:** Mac Kio, Susan Schulman, Sarah Lebherz, Blair Barnes, Roman Diaz, Nick Fitzpatrick

**Owners Present:** Pertula George Redd

**The meeting was called to order at 6:05pm by Megan Schneebaum via Zoom.**

#### **Food for Thought: A Speaker Series**

A 20-minute Ted Talk Style presentation was given by Pertula George-Redd of Neighborhood Sun about Community Solar, and their efforts to increase accessibility to solar energy in the Fredrick area and beyond.

**Approval of Agenda:** The meeting agenda was approved.

#### **Consent Agenda:**

- **Owner refunds:** 6247-Moving, 6414-Moving, 6997-Moving
- **December 15, 2022, Board of Directors Meeting Minutes**

**Three equity share refund requests, as well as the December 2022 Board Meeting minutes, were approved by the Board of Directors.**

**Owner Comment Period:** No comments.

**Staff Board Liaison Update:** Joe reports that Staff have been happy with our “Stop the Bleeding” and “Active Shooter” training.

**Staff Department Focus:** Ana, our new 7th Street Wellness Manager, introduces herself and covers her new buying strategy for wholesale buying within the Wellness department.

**GM Monitoring (B3 - Financial Condition, B4 - Asset Protection):**

Roman reported that nearly all policies within B3 and B4 are in compliance. Roman also noted that (2) people from opposing departments checked his report for accuracy.

### **B3 - Financial Condition:**

- Roman presented a business plan for 2023, as well as a “Q&A” information sheet on section (B3 -Financial Condition).
- Board agrees to use NCG guidelines surrounding B3 as we move forward.
- Sarah mentioned that the Route 85 store is no longer seeing revenue losses and is instead breaking even.
- Nick believes that the fresh category needs to rebound in order to cover the margin in center store, which has suffered slightly as a result of our new pricing initiatives.

**John B. motions to approve the B3-Financial condition presentation. Alecks seconds, all Board members present vote in favor.**

### **B4 - Asset Protection:**

- Roman reported that we are training a Grounds Maintenance person (already employed within the Co-op), who will help with basic maintenance tasks that store Operations staff are currently handling themselves.

**John B. motions to approve the B4-Asset Protection Presentation. Megan seconds, all Board members present vote in favor.**

### **Break 8:05-8:15**

**BOD Calendar 2023:** Mac and Susan worked together to build the 2023 calendar, highlighting the sections to be filled by the Board. The Board of Directors filled and approved the 2023 Calendar.

### **Board Monitoring D2:**

- Julie pointed out the note at the end of the document which reads, “we are responsible for all other duties which the GM may be restricted from doing due to his or her responsibilities.”
- Julie notes that we are not antidemocratic in any way, but that we don’t explicitly state that we are a democratic organization.
- Julie will edit the document and submit it for review at the next Board of Directors meeting (February 23, 2023).

**Bylaw Revision Project:** Armando said that he and Michael Healy believe that a more overarching Bylaw revision project may be necessary/overdue.

**Strategic Planning:** Mary says the purpose of this plan is to prepare for uncertain times. Strategic planning will be covered at the February B.O.D. Meeting.

**D.E.I. Update:** Mac and Megan are working on new direction for the D.E.I. Committee. The next meeting will be February 6, 2023, at 12:00pm.

**Liquor Bill Update:** John shared that Delegates have been adamant that the sale of beer and wine in grocery stores is illegal in Maryland. However, we have identified several exceptions.

**Board Compensation:** Megan states that she believes the compensation of Board Members needs to be reconsidered. John suggests a discount on store product rather than salary.

**Odds and Ends:**

- **Board Calendar:** The 2023 Board calendar was finalized and approved by the Board of Directors. The Board of Directors agree to meet on 5.20.23 instead of 5.22.23.
- **Spoonful:** Susan asks folks to make all contributions to the publication by February 15, 2023. Joe Eastwood agrees to write the "Message from The Board" for the publication.
- **Green Committee:** We are phasing out Teracycle as well as our plastic bag recycling program. Joe E. mentioned that the Committee is pushing for an educational class that covers the cost of recycling programs, both environmental and fiscal.
- **Lunch With Leadership:** Lunch with leadership will be on a bi-monthly schedule moving forward, due to a recent lack of staff participation. The next Lunch with Leadership will be in March.
- **MAFCA:** John notes an upcoming virtual meeting for MAFCA participants. The next meeting will be held at the South Philly Co-op.
- **Board President's Roundtable:** The Board Presidents Roundtable is this Sunday, January 29, 2023.
- **CBL Training Calendar:** 1/17-Building Trust in Board/GM Relations, 1/23- CBL 101, 1/26- Trends/Practices Board Compensation, 1/29- Board Presidents Roundtable, 1/31- Navigating Conflict on the Board, 2/13- Explorations in Governance, 3/6- Finance Training, 4/6- D.E.I., 4/11- Financial Statements, 4/15- CBL 101, 4/30- Board Presidents, 5/17- GM Compensation

**Good of the Order:**

- Roman says we are reducing the weekly payroll deduction amount to \$2.00/week Vs. \$5.00/week for employee Owners.
- Various Board members acknowledged Michael Healy's capacity to offer guidance on Board compensation-related issues.

**Follow Up:**

- Green Committee/recycling program update at February Board of Directors Meeting.
- John B. to share next steps on the Beer and Wine Bill at the February Board of Directors Meeting.

**The meeting was adjourned at 9:40pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.**