

Frederick County Consumer Cooperative

Board of Directors Meeting

May 25, 2023

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

Board Staff Liaison Present: Zoey Brittain

Board Member Absent: None.

Staff Members Present: Mac Kio, Susan Schulman, Sarah Lebherz, Blair Barnes, Roman Diaz, Nick Fitzpatrick, Joe Eastwood, Jeff Dean, Armando Martinez

Owners Present: Annie Marshall

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

Approval of Agenda: The meeting agenda was approved.

Quick check-in.

Consent Agenda:

- **April 2023 Board of Directors Meeting Minutes**
- **Refunds:** 10392- Moving, 7747- Other, 8176- Moving
- **Owner Comment Period:** None.

Three Equity Share Refund Requests, as well as the April BOD meeting minutes are approved by the Board of Directors.

Staff Department Focus: Jeff Dean provides an update on the I.T./I.S. department. First, he explains how his team categorizes and prioritizes their tasks at the Co-op, between emergencies, maintenance and new projects. Jeff also explained the vital role that his colleagues Eli Ndebe and Stalanic Anu play in the department. Next, Jeff highlighted our dependence on both Xecunet and ECRS for day-to-day operations. He closed the presentation with a breakdown of the various projects and improvements that his team are currently working on, including but not limited to innovations in our curbside ordering systems, upgrades to our internal phone systems, new credit card terminals and smart tendering, LoyaltyBot, and more.

GM Monitoring (B3: Financial Planning): Roman provides an update on our compliance with policy B3.

John motions to approve the GM Monitoring Presentation on Policy B3: Financial Planning, Joe seconds, all Board members present vote in favor.

Board Budget Approval: Juan suggests that the budget is ready to be approved for this year. Juan reported that the only changes made to the budget factored inflationary costs. The Board will maintain the budget for “Food for Thought” presentations for this upcoming fiscal year, despite having rolled back the program in recent months.

Board Compensation: Megan asks for comments from other Board members on the previously discussed proposal for increased Board compensation. Toby and Juan make arguments in support of giving Board members access to the same 20% discount that we offer other staff members. The board agree to vote on their new compensation package at the next BOD meeting (June 15, 2023).

Call for Candidates: Megan proposes that we make cheat sheets for floor staff and customers about call for candidates. The Board requests that the Marketing department work to increase accessibility to voting information for our Owners. Call for candidates’ packets will be available on June 31st, 2023. The first info session will be held on June 17, 2023. The second info session will be held on July 12, 2023. The Board asks if we can make announcements on receipts and/or include voting information on the credit card terminals.

Board Monitoring (D3: Board Agenda Planning and Meeting Minutes): John comments that a faster turnaround in submission of the Board Meeting Minutes is necessary. Megan mentions that all materials necessary for Board of Directors meetings should be submitted by the Tuesday prior to the Board meeting. Julie asks whether the Board prefers to revise policy D3, referencing the CBLD policy. The Board determined that their version of policy D3 is preferable to the CBLD policy. The Board agree to revise the policy relating to annual governance cycle, which will be under review at the next meeting (June 14, 2023).

Merrick motions to adopt the Board Monitoring presentation on policy D3: Board Agenda Planning and Meeting Minutes, Alecks seconds, all Board Members present vote in favor.

Bylaw Rewrite Project Update: Armando, Merrick and Michael Healy will meet on May 31st, 2023, to wrap up the Bylaw rewrite process. Megan explains who qualifies as an “inactive Owner”, and the flexibility the Common Market has with inactive Owners.

DEI Committee Update: The DEI Committee is still working to address our lack of gender neutral/family restrooms. The DEI Committee is prioritizing LGBTQIA+ training and ASL classes, which are currently ongoing.

Liquor Bill Update: Roman reported that he had a meeting with the Frederick County Liquor Board to discuss the possibility of selling beer and wine in our café area(s). He expressed confidence that we have almost all the necessary elements for the permits/licensing required to sell beer and wine in those areas. Roman believes that a solid safety plan for the rollout of beer/wine in the café area(s) is our greatest barrier in pursuit of permits/licensing. He also mentioned that we may have the ability to sell bottles to be taken home and enjoyed later from the same areas. However, he stressed that the alcohol cannot cross into the store under any circumstances.

Odds and Ends:

- **Quarterly Working Meeting:** July 13, 2023, and October 12, 2023.

- **Green Committee:** Nothing to report.
- **Staff Benefits Update:** The Board will provide an update on Staff Benefits at the June BOD meeting.
- **Lunch With Leadership:** The next two “Lunch with Leadership” sessions will be held on July 20, 2023, and July 27, 2023, respectively.
- **Annual Meeting:** The Marketing department is planning to conduct the Annual Meeting in early/mid-October 2023.
- **CCMA:** June 9-11, 2023. (The virtual option is now available for those that cannot attend.)
- **CBLD Training Calendar:** (6/15 - Leadership Learning Circle, 7/15 - CBL 101, 7/30 – Board Presidents Round Table, 9/12 – Expectations in governance, 9/12 – HR Learning Circle...)
- **CBL 101:** Mac, Armando and Roman will attend. (July 15, 2023)
- **MAFCA:** The next MAFCA meeting will be held on October 7, 2023, at Fredericksburg Food Co-op.
- **Spoonful:** Toby will prepare the “Message from the Board” for the upcoming September/October Spoonful Newsletter. (Deadline is June 19, 2023)
- **Good of the order:** Roman mentions a Co-op startup that is working to develop several different stores in zones that are considered “food deserts” in the Western half of the country.
- **Follow Up:**
 - The Board will approve the budget at the June 15, 2023, BOD meeting.
 - Zoe and Mac will work to gain access to the shared Google Drive.
 - Toby will author the “Message from the board” in the upcoming Spoonful Newsletter.
 - Susan will send out the “call for candidates” packet.
 - The Board will vote on a compensation package at the June 15, 2023, meeting.
 - Jeff will add voting information to the home screen of the credit card terminals.
 - The DEI Committee will work on new direction for the “Food for Thought” program.

The meeting was adjourned at 9:32 pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.