

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.**

Frederick County Consumer Cooperative

Board of Directors Meeting

February 22, 2023

Board Members Present: Megan Schneebaum, Toby Schermerhorn, Alecks Moss, Armando Martinez, Mary McKelvie, Joe Eastwood, Julie Richards

Board Staff Liaison Present: None.

Board Members Absent: John Beutler, Juan Ducos

Staff Members Present: Mac Kio, Susan Schulman, Sarah Lebherz, Roman Diaz, Nick Fitzpatrick.

Owners Present: None.

The meeting was called to order at 6:25pm by Megan Schneebaum via Zoom.

Food for Thought: A Speaker Series

None. "Food for Thought" presentations are under review by the D.E.I. Committee.

Approval of Agenda: The meeting agenda was approved.

Consent Agenda:

- **Owner refunds:** 7236-Moving, 11124-Store is too expensive.
- **January 26, 2023, Board of Directors Meeting Minutes:** To be reviewed at March BOD Meeting.

Two equity share refund requests were approved by the Board of Directors.

Owner Comment Period: No comments.

Monthly Financials: Sarah shared the January financial report.

Staff Board Liaison Update: We are looking for Joe Asim's replacement due to his upcoming departure from the Co-op. Nomination boxes are active in both stores from now until close of business on March 6, 2023.

Sue and Blair will draft a new job description for the "*Staff Liaison to The Board*" role.

Staff Department Focus: Marketing

Susan Schulman provides a breakdown of her department structure. Susan reports that her department is focusing their marketing efforts on Route 85-centric zip codes. She says that from Sept. – Jan we spent closer to 100% of budget on paid digital marketing (Geofencing, Radio coverage, Television Ads., Social

Media Ads., etc.). During the previous 12 months we had held back on budgeted paid advertising spend to reserve cash. The next two large-scale Marketing events are Plant-A-Palooza (April 15, 2023) and Loco-4-Local (May 20, 2023). Both events will take place at the Route 85 store location to boost sales.

Strategic Planning: Megan reports that the Board has agreed to spend additional time on Strategic Planning in lieu of GM Monitoring. Roman shares our operational plan. Our NCG representative stated that she could feel the positive change in atmosphere at 85, which is reflected in our improved sales numbers at that location.

The Board agrees to pause Strategic Planning until the Bylaw revision project is finished. The Board agrees to save strategic planning for their fall retreat.

B.O.D. Meeting Minutes Guidelines: The January and February B.O.D. Meeting minutes will be reviewed at the March B.O.D. Meeting.

Call for Candidates: The Board of Directors review the proposed “Call for Candidates” dates in preparation for the next Board Election (Fall 2023).

Break 8:05-8:14

Board Monitoring C1 and C2:

- **New C1:** Toby motions to adopt the new C1 Policy proposed by Julie. Armando seconds, all Board members present are in favor.
- **New C2:** Mary motions to adopt the new C2 Policy proposed by Julie. Alecks seconds, all Board members present are in favor.
- **New C2.2:** Mary motion to adopt the new C2.2 Policy proposed by Julie. Joe E. second, all Board members present are in favor.

Treasurer Proposes Budget: Juan will propose the new budget at the April Board of Directors Meeting.

Board Compensation: Armando shared his belief that we should consider the workload of current and future Board members when reviewing compensation. The latest increase to Board compensation was in 2016. The Board agrees to continue weighing an increase to Board compensation.

DEI Update: No updates yet. The next D.E.I. Meeting will be held on Monday, March 6, 2023 at 12:00pm on Zoom.

Odds and Ends:

- **Beer and Wine Bill:** Roman reported that he applied for a restaurant Beer and Wine license for the 7th Street Café. John reports that he has put the pursuit of passing his proposed Beer and Wine Bill on pause for the remainder of this term.
- **Employee Ownership:** Roman suggests that we are already seeing positive results from the recently added \$2.00/week Employee Payroll Deduction Program.
- **Green Committee:** The Green Committee did another Adopt-A-Road event this week. The Committee is evaluating the possibility of reusable packaging in the store.

- **Lunch with Leadership:**
 - **85:** March 16, 2023 @ 12:00pm (Alecks will attend.)
 - **7th Street:** March 23, 2023 @ 12:00pm (Joe E. and Toby will attend.)
- **CCMA Registration:** (June 9, 2023 – June 11, 2023) Toby and Roman will attend.
- **CBL:** CBL 101 *“Foundations for Directors”* April 15, 2023, 11:00am-2:30pm (Virtual). All Board of Directors members’ welcome.
- **MAFCA:** The next MAFCA meeting is on April 29th, 2023, from 11:00am to 4:00pm at South Philly Co-op.
- **Next B.O.D. Meeting:** Thursday, March 23, 2023.
- **Good Of the Order:** None.
- **Follow Up:**
 - The Board will discuss compensation further.
 - Mary will write the *“Message from the Board”* for the next May/June issue of the Spoonful Newsletter.

The meeting was adjourned at 9:19pm by Megan Schneebaum. Executive session followed.
Meeting Minutes recorded by Mac Kio.

Frederick County Consumer Cooperative

Board of Directors Meeting

March 23, 2023

Board Members Present: Megan Schneebaum, Toby Schermerhorn, John Beutler, Alecks Moss, Armando Martinez, Merrick McKelvie, Julie Richards

Board Staff Liaison Present: None.

Board Member Absent: Juan Ducos, Joe Eastwood

Staff Members Present: Mac Kio, Susan Schulman, Sarah Lebherz, Blair Barnes, Roman Diaz, Troy Sexton, Lara Ecker, Mike Leveille

Owners Present: None.

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

Food for Thought: A Speaker Series

None. Mac and Megan are reviewing the best way forward for this program. The next meeting to discuss will be held on Wednesday, March 29, 2023. Mac, Megan, and Alecks will attend.

Approval of Agenda: The meeting agenda was approved.

Quick check-in.

Consent Agenda:

- **January & February 2023 Board of Directors Meeting Minutes**
- **Refunds:** 4651- Moving

Owner Comment Period: Sarah and Megan provided clarification on the reported projected sales growth for the Route 85 Store in response to a query by Lara Ecker.

Monthly Financials: Sarah presents the March 2023 Financial Report.

Request For Approval of New Check Signee (Dennis Pick): Megan motions to appoint Dennis Pick as an additional check signee, all Board members present are in favor.

Staff Department Focus: Troy Sexton and Mike Leveille provides an overview of the Category Department structure as well as their responsibilities within the Co-op. Troy's department ensures that prices are properly adjusted, provides product and sales signage, builds displays, and oversees changeover, the IT department, in-store demos and more. His team decides which products will go or stay at the Market, as well as which *new* products to bring in. Category also maintains our ecommerce

sites, ensuring that prices and products are accurately represented in virtual shopping platforms such as Webcart. Troy reports that his team takes pride in being the bridge between the 7th street and Route 85 stores both during our expansion, and today.

GM Monitoring (B8- Membership): Roman reports compliance with Policy B8- Membership. Susan shares that the upcoming 2023 B.O.D. election may be significantly more expensive than last year, because of mailing ballots to our Owners and the Bylaw revision project. However, we hope to increase Owner engagement over the 2022 Board election with a paper-ballot and electronic voting strategy. Susan has requested quotes for the election from Simply Voting, which will be available for review at the April B.O.D. Meeting. (Thursday, April 27, 2023)

Roman reports that he is exploring ways to better benefit our employees with additional discounts.

Alecks motions to approve the presentation on Policy B8-Membership. Toby seconds, all Board members present are in favor.

Break: 7:31 pm - 7:41 pm

Strategic Planning: Megan suggests that we add Strategic Planning to the meeting agenda as a discussion point 2 months in advance of the retreat. Megan hopes that this step will provide greater opportunities for involvement to Staff and Owners.

The Board agrees that the retreat should be held in January 2024 (if possible) due to scheduling concerns. Megan will reach out to Michael Healy for his thoughts on a January 2024 Board retreat.

Board Monitoring D8: The Board agrees that staff and Owners may benefit from additional training related to Board governance and responsibilities. Megan believes that we should brainstorm ways to attract more candidates for participation in the B.O.D. election.

DEI Update: Mac and Megan are working on the best ways to improve staff engagement in meetings and the overall effectiveness of the Committee.

Staff Board Liaison position update: Susan reports that we paused the election due to questions related to the eligibility of nominees. Merrick clarifies that the Liaison must not report directly to the General Manager. They suggest we move forward with the election with the staff members who meet the eligibility requirements and continue to build the job description for this role as we move forward.

Blair shares the job description that she and Joe drafted for the role.

Odds and Ends:

- **Retreat:** Board agree on January 2024 retreat so that we may focus more time and effort on strategic planning. Megan will ask Michael Healy if this is a possibility.
- **Spoonful:** Merrick will write the message from the Board in the upcoming issue.
- **Green Committee:** Nothing to report currently.
- **Lunch With Leadership:** 85: (Thursday, May 18, 2023) 7th: (Thursday, May 25, 2023.)
- **CCMA Registration:** Roman, Julie, Armando, and Toby will attend. (June 9-11, 2023)

- **CBL Training Calendar:** (4/6 – Diversity, 4/11 – All About Financial Statement Audits, 4/12 – Intermediate Facilitation Training, 4/15 – CBL 101, 4/30 – Board Presidents, 5/9 – Effective Board Meeting facilitation, 5/10 – Governing with Intention and Focus, 5/17 – GM Compensation)
- **MAFCA:** Next meeting will be held at South Philly Co-op on Saturday, April 29, 2023, 8:00am - 4:00pm.
- **Next Quarterly Meeting:** Thursday, April 13, 2023, 7:00pm – 9:00pm (Bylaw revision project review)
- **Bylaws update:** Michael put Megan in contact with his colleague Dave Swanson, who is an experienced advisor on Bylaw revisions.
- **Good of the Order:** Bathroom issue: Roman reports that it would be challenging to add additional restrooms to either store location due to structural or financial limitations. Mary suggests making our existing restrooms gender neutral. Susan shares that she found an organization that offers grants for the construction of gender-neutral restrooms.
- **Follow up:**
 - Megan will ask Michael Healy about the possibility of holding the Board retreat in January 2024.
 - Susan will get more information related to grants for gender neutral restrooms.
 - The D.E.I. committee will meet to work out the best way forward.
 - Mac, Megan, and Alecks will meet to discuss Food for Thought presentations.
 - Roman will explore the possibility of increased discounts for employees.

Incumbents Next Month: Toby, John and Alecks will be asked to declare whether they will run as incumbents in the upcoming 2023 Board of Directors election.

The meeting was adjourned at 9:13 pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.

Frederick County Consumer Cooperative

Board of Directors Meeting

April 27, 2023

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

Board Staff Liaison Present: None.

Board Member Absent: Armando Martinez

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

Owners Present: None.

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:

- **March 2023 Board of Directors Meeting Minutes**
- **Refunds:** 4619- Dissatisfaction, 10618- Moving, 10612- Value of Ownership, 10534- Value of Ownership, 10326-Moving

Owner Comment Period: None.

Monthly Financials: Sarah and Roman present the April 2023 Financial Report.

GM Monitoring (B6-Emergency Succession):

Roman reports that his successor in the event of an emergency would be our Chief Financial Officer, Sarah Lebherz. Roman shared that emergency contacts are available in the shared Google Drive.

Alecks motions to accept the GM Monitoring presentation on Policy B6-Emergency Succession, John Beutler second, all Board Members present vote in favor.

Bylaw Rewrite Project Update: Merrick reports that they and Armando have met biweekly with Michael Healy to wrap up the Bylaw rewrite process. The new Bylaws have been sent to a lawyer for review.

Board Monitoring (C3, D8): No changes to policy C3. The Board review Julies changes to policy D8.

Merrick motions to adopt the Board monitoring presentation on policies C3 and D8, Alecks seconds, all Board Members present vote in favor.

Board Election Process Update: Merrick goes over the Board calendar, citing dates for review. All incumbents make clear their intent to run for reelection to the Board of Directors, with exception to John Beutler,

Board Compensation: Alecks presents their research into Board compensation at other NCG affiliated Co-op's. The Board and Sarah weigh the possibility of an increase to the stipend that Board Members are offered, as well as the possibility of providing a 20% store discount for Board Members.

Break 8:03pm-8:13pm

Treasurer Proposes Board Budget: Juan presents the Board Budget for FY2024.

DEI Committee Update: The next DEI meeting will be held on Monday May 1, 2023, at 12:30pm. The Board weighs the possibility of changing gendered restrooms to family restrooms and/or adding additional restrooms for family use.

Odds and Ends:

- **Spoonful:** Merrick will write the message from the Board in the upcoming issue.
- **Green Committee:** Meeting with recycling and Techno Rescue next week.
- **Lunch With Leadership: 85-** Thursday, May 18, 2023 (Alecks will attend) **7th-** Thursday, May 25, 2023 (Toby will attend)
- **CCMA Registration:** Roman, Julie, Armando, Alecks, Toby, Nick and Joe will attend. (June 9-11, 2023)
- **CBL Training Calendar:** (4/29- Co-op Café, 4/30- Board Presidents, 5/2- HR Learning Circle, 5/4- Co-op Café, 5/4- Appreciative Coaching skills, 5/9- Effective Board Meeting Facilitation, 5/10- Governing with Intention and Focus, 5/18- GM Compensation, 5/24- Governing with Intention and Focus, 7/15- CBL 101)
- **MAFCA:** Next meeting will be held at South Philly Co-op on Saturday, April 29, 2023, 8:00am - 4:00pm. John Beutler will attend.
- **Good of the Order:** None.
- **Follow up:** None,

The meeting was adjourned at 9:02 pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.

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.

Frederick County Consumer Cooperative

Board of Directors Meeting

June 15, 2023

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

Board Staff Liaison Present: Zoe Brittain

Board Member Absent: None.

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

Owners Present: None.

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

Approval of Agenda: Toby motions to approve the June 2023 Common Market Co-op Board of Directors meeting agenda. Julie seconds, all Board members present vote in favor.

Quick check-in.

Consent Agenda:

- **May 2023 Board of Directors Meeting Minutes**
- **Refunds:** None.

The May BOD meeting minutes are approved by the Board of Directors.

Owner Comment Period: Prachee asks whether we have considered the possibilities of self-checkout.

Monthly Financials: Sarah presents the June financial report.

GM Monitoring: B5 – Communications and Counsel To The Board: Roman reports compliance with Policy B5 – Communications and Counsel to the Board.

John motions to accept the GM Monitoring report on Policy B5 – Communications and Counsel to the Board, Armando seconds, all Board members present vote in favor.

Bylaws Project Update: Armando asks for comments on the rewritten Bylaws and suggests a vote so that we may send the bylaw revisions to our Owners for voting in the fall. Megan mentions that we have surpassed our contracted hours for Michael Healy's consulting services and suggests that we contract him for an additional 20 hours of future work. The Board ultimately decided to pay Michael Healy as needed, rather than committing to 20 hours upfront, due to cost.

Juan motions to approve "Option one: Pay as you go" for Michael Healy's consulting services, all Board members present vote in favor.

Toby motions to approve the Rewritten Bylaws as presented by Armando. Alecks seconds, all Board members present vote in favor.

Staff-Board Liaison Update: Zoe says she has nothing to report from a staff feedback perspective, however, she has reached out to both frontends for input.

Staff Department Focus: Dennis Pick

Dennis (Store Manager, Route 85) mentions sales increases over the last 3 months at his store. He noted his staff's attention to detail with front facing and stocking the shelves, and he says their work is reflected in positive customer reviews. He reports optimism about the new freezer in the Meat department, which gives our frozen seafood more visibility and sales potential. Dennis also spoke about the cafes' increased hours of service, which has led to higher customer counts, especially on weekends. Lastly, Dennis shares that he and Adam Weiser (Grocery Manager, Route 85) have been retraining grocery staff to increase labor efficiency and decrease shrinkage.

Break 7:36-7:46

Board Compensation Discussion: Megan asks for input on Board compensation. She recommends adding a staff discount for Board members *OR* an increase to the monthly stipend for Board Members.

The Board agrees on an increase to their monthly stipend, which will be voted on during their next working meeting.

Juan motions to limit conversations to a stipend increase moving forward, Merrick seconds, all Board members present vote in favor.

Board Budget Vote Approval: Juan presents the Board of Directors budget for FY2024, for review.

John motions to accept the proposed Board budget for FY2024, Merrick seconds, all Board members present vote in favor.

CCMA Wrap-up: Roman and Toby report that CCMA was very beneficial for Board Members, and Roman suggests that all Board members attend the next CCMA in 2024, which will be held in Maine.

Board Election Update & Calendar Changes:

- **Call for Candidates:** Marketing will push Call for Candidates on social media.
- **Candidate Packet Deadline:** Friday, July 21, 2023.
- **Information Sessions:** The Board decided on 3 Information Sessions (July 1, 2023, July 12, 2023, and July 25, 2023)
- **Bylaw Rewrite Information Sessions:** July 26, 2023, and August 12, 2023

Board Monitoring:

- **D3: Revisions and Vote**

Merrick motions to approve the revisions to Policy D3, John seconds, all Board members present vote in favor.

- **D6: Board Committee Principles**

The Board discussed the Advocacy Committee, Board Development Committee, DEI Committee, and the Green Committee.

The Board of Directors voted to adopt the CBLD version of Policy D6, with revisions to language in Section 3 of the Policy.

Merrick motions to accept the Board Monitoring presentation on Policy D6: Board Committee Principles as well as the revisions to Policy D3: Board Agenda Planning and Meeting Minutes. Alecks seconds, all Board members present vote in favor.

DEI Committee Update: The Frederick Center does DEI training sessions (LGBTQ+ 101) for groups of 10-30 both in person and online. The Board would like to host 5 training sessions. We will begin training in July. Megan hopes everyone can make a session.

Roman mentioned that he spoke to an architect regarding gender-neutral/family restroom(s). He believes we may have the ability to add a gender-neutral restroom for much cheaper than we originally thought. We can achieve reduced costs by converting the existing mop closet at the 7th street store into a new restroom.

Odds and Ends:

- **Quarterly Working Meeting:** July 13, 2023, and October 12, 2023. 7-9pm
- **Annual Meeting Planning:** October 21, 2023
- **Green Committee:** The next road cleanup will be in July.
- **Lunch With Leadership:** The next two "Lunch with Leadership" sessions will be held on July 20, 2023, at the Route 85 Store and July 27, 2023, at the 7th Street Store.
- **Board Retreat Scheduling:** To be discussed at the July Board of Directors meeting.
- **Owner Drive:** Owner drive is going well; it seems the Ownership training Mac hosted for the Front End and Co-op Stewards is paying off.
- **CBLD Training Calendar:** The next CBL 101 Session will be held on July 15, 2023.
- **Spoonful:** Toby will prepare the "Message from the Board" for the upcoming July/August Spoonful Newsletter.
- **MAFCA:** The next MAFCA meeting will be held on October 7, 2023, at the Fredericksburg Food Co-op. John invited Anthony Cook to speak at the event.

- **Good of the order:** None.
- **Follow Up:**
 - Board of Directors Candidate sessions
 - Cookout/Barbeque dates
 - Talk at quarterly meeting about Board Retreat planning, compensation and Bylaws.
 - Gender-neutral/family restroom developments
 - Owner Drive Recap

The meeting was adjourned at 9:53 pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.

**Frederick County Consumer Cooperative
Board of Directors Meeting**

July 27, 2023

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

Board Staff Liaison Present: Zoe Brittain

Board Member Absent: None.

Staff Members Present: Mac Kio, Jaiden Brittain, Sarah Lebherz, Blair Barnes, Roman Diaz, Nick Fitzpatrick, Joe Eastwood, Armando Martinez, Zoe Brittain, Melissa Mens

Owners Present: Roger Moore, Aleksandr Gorokhov, Kai Hagen, Nina Carr, Cia Parker, Marc Humphries, Melissa Mens

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

Approval of Agenda: John motions to approve the July 2023 Common Market Co-op Board of Directors meeting agenda. Alecks seconds, all Board members present vote in favor.

Quick check-in.

Consent Agenda:

- **June 2023 Board of Directors Meeting Minutes**
- **Owner Refunds:** (5420-Moving, 8127-Moving, 9673-Moving, 6764-Moving, 10958-Other, 6595-Other/Doesn't agree with Co-op agenda, 9541-Moving, 9227-Found a Co-op closer to home.)

The June 2023 Common Market Board of Directors Meeting Minutes, as well as (8) Owner refunds are approved by the Board of Directors.

Owner Comment Period: Jaiden expresses concerns over customers that have misgendered her in store. She suggests training with the Frederick Center to address those issues (LGBTQ+ 101), as well as better signage at store entrances to indicate the inclusive nature of the Common Market Co-op to new customers.

GM Monitoring: B3 – Financial Condition: Roman reports a strong fourth quarter and improvements in nearly every key indicator.

John motions to accept the GM Monitoring report on Policy B3 – Financial Condition, Alecks seconds, all Board members present vote in favor.

Bylaws info sessions: Wednesday, July 26, 2023, and Saturday, August 26, 2023.

Staff-Board Liaison Update: Zoë reports that she has been getting more feedback in recent weeks after having reached out to the front ends of both stores around the time of the June B.o.D. meeting. Staff told Zoë they wished the Board meetings were in person. Several staff members also shared their view that the new Bylaws should not preclude staff members from running in the upcoming B.o.D. election. Zoë also reported that the staff at the Route 85 store feel understaffed and under-supported recently. Armando suggests a review of the day/time/location of Board of Directors meetings. The Board agrees to discuss further.

Megan addresses employee concerns regarding the revised Bylaws. She explains that our decision to preclude staff from the 2023 B.o.D election was recommended among trusted Common Market consultants and lawyers. Furthermore, Megan explains that many Co-ops do **not** allow staff Board members. The Board believes that the Common Market's limit of (2) staff members on the Board of Directors is a progressive approach to this issue.

Staff Department Focus: HR and Recruiting

Blair Barnes (Human Resources Manager) covers the training program that herself and Sue Leveille (Human Resources Recruiter) have created for new and existing staff. Blair mentions that it's a shared

goal of herself and Sue to take every new employee of the Common Market through orientation prior to their first day on the job. Staff will be given training passports which may be stamped as they take elective in-store training. The training may include Ownership, tough conversations, LGBTQ+ 101, and more. HR is also looking at outside sources for Manager training. Sue has been in contact with HR Box about training for leadership personnel, and Columinate remains another great resource for training. Blair reports that she is working on policy review changes which include revisions to Dress Code, Attendance, Callouts etc. The final Policy changes will be reviewed at our next Town Hall meeting in September. Lastly, Blair mentions that we're considering an external intern or party that will work to complete new SOPs for the Common Market, which may help us to be more specific in our training and job descriptions.

Break 7:35-7:45

Board Monitoring: (Policy C4: Monitoring GM Performance) and Revisions to (Policy D6: Board Committee Principles)

Julie suggests adding dialogue pertaining to compensation to a separate policy rather than adding it to policy C4. The Board agrees to add a noncompliance section to Policy C4, as is outlined in the CBLD Policy.

Merrick motions to accept the revised draft of Policy D6: Board Committee Principles. John seconds, all Board members present vote in favor.

Board Election update: Merrick shares tentative dates for "Meet the Candidates" information sessions on Saturday, August 19, 2023, and Monday, August 28, 2023.

DEI Update: HR is working to bring LGBTQ+ 101 training to our staff with the help of The Frederick Center. Megan reports a little progress regarding gender-neutral/family restrooms.

Odds and Ends:

- **Green Committee Update:** We are working on revamping the committee with Kayleigh, Susan and Mac.
- **Staff Cookouts:**
 - **7th Street:** Thursday, August 10, 2023, and Thursday, September 7, 2023 (12:30-3:30pm)
 - **Route 85:** Thursday, August 17, 2023, and Thursday, September 14, 2023 (12:30-3:30pm)
- **Lunch With Leadership:**
 - **7th Street:** Thursday, August 24, 2023, @ 12:00pm
 - **Route 85:** August 31, 2023, @ 12:00pm
- **Board Retreat Scheduling:** January 2024 (Exact date TBD)
- **CBLD Training Calendar:** (7/30 – Board Presidents Round Table, 9/12 – Explorations in Governance, 9/12 – HR Learning Circle)
- **Spoonful:** Alecks authored the "Message from the Board" for the next Spoonful Newsletter (September).
- **MAFCA:** The next MAFCA meeting will be held on October 7, 2023, at the Fredericksburg Food Co-op.
- **The Beet Newsletter:** Contributions due by Monday, July 31, 2023.
- **Good of the order:**
 - Toby will add another Wednesday morning Yoga class at the 7th street store. Toby also covers a new system for signups and donations.
 - Lidl is closing stores, halting expansion.
- **Follow Up:**
 - Election dates (Voting period) to be reviewed as soon as possible.
 - Review B.o.D. meeting date, time, and location.
 - Email Michael Healy about "Hiring a GM" Policy

- o Email Board about dates for Staff BBQs, lunch with leadership

The meeting was adjourned at 8:41 pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.

**Frederick County Consumer Cooperative
Board of Directors Meeting**

August 24, 2023

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

Board Staff Liaison Present: Zoe Brittain

Board Member Absent: None.

Staff Members Present: Mac Kio, Sarah Lebherz, Blair Barnes, Roman Diaz, Joe Eastwood, Armando Martinez, Zoe Brittain, Susan Schulman

Owners Present: Carolyn Salamon, Katie Jackson, Marc Humphries, Tamica Watson, Roger Moore

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

Approval of Agenda: Alecks motions to approve the July 2023 Common Market Co-op Board of Directors meeting agenda. John seconds, all Board members present vote in favor.

Quick check-in.

Consent Agenda:

- **July 2023 Board of Directors Meeting Minutes**
- **Owner Refunds:** (5178-Moving, 11096-Does not wish to return, 9827-No longer capable of driving to the co-op, 10017-Moving)

The July 2023 Common Market Board of Directors Meeting Minutes, as well as (4) Owner refunds are approved by the Board of Directors.

Owner Comment Period: None.

GM Monitoring: B2 – Financial Planning: Roman reports compliance across the board, and that we are actively working to boost café margins.

John motions to accept the GM Monitoring report on Policy B2 – Financial Planning, Alecks seconds, all Board members present vote in favor.

Financial Dashboard Update: Sarah presents the financial update.

Bylaws info sessions: Saturday, August 26, 2023, at 11:00am. Megan will be there.

Staff-Board Liaison Update: Zoe has nothing new to report. However, she mentioned that she had a meaningful meeting with Roman related to the topics highlighted last month.

Staff Department Focus: Owner Services

Our Owner Services and Outreach Coordinator, Mac, covers a day in the life of Owner Services and a breakdown of his current projects. Owner Services is currently working to manage our Board of Directors Election and preparing for our October Owner Drive. Mac mentions that his training will resume in advance of the October drive, and will run from September 18, 2023, through September 30, 2023. All staff members are welcome and encouraged to participate. Last, Mac thanks his administrative team for their daily support and guidance.

Break: 8:00pm

Executive Committee Planning and Board Expectations Discussion:

- Alecks will be filling the current vacancy for Vice President on the Board's Executive Committee.
- Julie has agreed that she will take on the role of President in the future, should it become necessary.
- The Board agrees to create expectations for attendance, punctuality, communication and more.

Staff benefits

- Paid time off, weekly pay structure, insurance benefits, birthday paid time off, paid time off increases based on tenure, annual raise, ability to accrue paid time off, overtime pay, holiday pay, pay advance, paid time off payout, 401k (Coming soon), and more.

Board Compensation: Juan shares the Board's plan to increase their monthly stipend. They opt for a stepped approach to the stipend increase, which Sarah suggested. The increase(s) may take effect in September 2023.

Board Monitoring:

- Policy C4: Monitoring GM Performance review and approval
- Policy D7: Relationship to Member Owners - Julie reported that there is no parallel policy to the D7 in the CBLD Policy template; the policy was reviewed without any revisions; the Board had a short discussion concerning its relationship with Owners
- **John motions to accept the revised draft of Policy C4: Monitoring GM Performance. Merrick seconds, all Board members present vote in favor.**

Board Election Update:

- Meet the Candidates: August 28, 2023, at 7:00pm
- Election Dates Review: (August 23, 2023, through September 18, 2023)
- The Board asks that we advertise election events in the community spaces at both stores.

DEI Update:

- Family/Gender Neutral Restrooms: Roman reports that the addition of family restrooms would cost around \$90,000.00 to install. We are exploring more cost-effective options to address this issue.
- LGBTQ+ 101 with The Frederick Center: The Frederick Center is backed up currently- but we are working on getting these training sessions on the calendar as soon as possible.
- The Board agrees that a committee regarding bathrooms may be necessary. Megan will send an invite to Board members.

Odds and Ends:

- **Green Committee Update:** The next meeting will be at 10:00 am on September 1, 2023, in the 7th Street Community Room.
- **Staff BBQ and Town Hall Planning:** The town hall will be held on Tuesday, September 5, 2023, at 6:30pm at the Route 85 store. The last staff barbeque will precede the meeting.
- **Lunch with Leadership:** The next Lunch with Leadership will be held at 12:00 pm on October 19, 2023, at Route 85. Toby will attend. The next will be held at 12:00 pm on October 26, 2023, at 7th Street. Alecks will attend.
- **Retreat Scheduling:** The Board retreat is tentatively scheduled for January 19-21, 2024. .
- **Lauri Carlton Shooting:** Recent shooting in California, she was a store owner that was shot over displaying Pride flags outside her store.
- **CBLD Training Calendar:** (9/7 - Handling GM complaints, 9/12 - Explorations in Governance, 9/12 - HR Learning Circle, 9/14 - Facilitation Fundamentals, 9/19 - Explorations in Policy Governance, 9/21 - Appreciative Coaching Skills, 9/26 - Explorations in Governance, 10/3 - Finance Training for Directors, 10/5 - Grocery Bootcamp, 10/11 - Co-op Café, 10/12 - Intermediate Facilitation Training, 10/21 - Virtual CBL 101, 10/29 - Board Presidents Round Table)
- **Spoonful:** The deadline for the Nov/Dec Issue will be October 15, 2023. This issue will be Holiday themed and will also contain our annual report.
- **MAFCA:** The next MAFCA meeting will be held on October 7, 2023, at the Fredericksburg Food Co-op.
- **7th Street 3rd Anniversary:** We will host popups in both stores throughout the year for the 50th anniversary of the Co-op. Anniversaries will no longer be celebrated individually at each store as per NCG's recommendations for Co-ops reaching and/or exceeding the 50-year anniversary mark.
- **The Beet Newsletter:** Contributions due by Wednesday, August 30, 2023.
- **Good of the order:**

- o Board compensation increases may take effect in September.
- o Alecks will take over as Vice President for Merrick (effective immediately).
- o Toby explains her new class structure for Wednesday Yoga.
- o Roman and Susan will submit the application for a beer and wine license in October, which will allow us to serve alcohol to our café customers.

Follow Up:

- Family Restrooms
- Scheduling for Board retreat
- Beer and wine license
- Next month will be John Beutler's last month after 19 years as a Board Director for the Common Market. Thank you for your countless contributions to our Co-op over the years, John! We will miss you.

The meeting was adjourned at 9:35pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.

Frederick County Consumer Cooperative

Board of Directors Meeting

September 28, 2023

Board Members Present: Megan Schneebaum, Toby Schermerhorn, Alecks Moss, Julie Richards, Joe Eastwood, John Beutler, Kai Hagen, Merrick McKelvie

Board Staff Liaison Present: None.

Board Member Absent: Armando Martinez, Juan Ducos

Staff Members Present: Mac Kio, Sarah Lebherz, Blair Barnes, Roman Diaz, Joe Eastwood, Susan Schulman

Owners Present: Stacy Mackiewicz, Annie Marshall

Others Present: Jaime Iseminger (CPA, Principal at LWSG)

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

Approval of Agenda: Toby motions to approve the July 2023 Common Market Co-op Board of Directors meeting agenda. Alecks seconds, all Board members present vote in favor.

Quick check-in.

Consent Agenda:

- **August 2023 Board of Directors Meeting Minutes**
- **Owner Refunds: (10515-Moving, 7444-Moving, 9333-Unhappy with customer service, 6640-Moving, 5376-Moving)**

The August 2023 Common Market Board of Directors Meeting Minutes will be revised further prior to approval, however, (5) Owner refunds are approved by the Board of Directors.

Owner Comment Period: None.

GM Monitoring: A – Ends Policies: Roman shares the ends report and highlights areas he feels we can/should improve.

Toby motions to accept the GM Monitoring report on Policy A – Ends Policies, all Board members present vote in favor.

Financial Dashboard Update: Sarah presents the financial update.

Audit Report & Patronage Rebate Proposal: Sarah presents the audit report alongside Jaime Iseminger (CPA, Principal at LWSG).

John motions to approve the draft audit report, Alecks seconds, all Board members present vote in favor.

Break: 7:45pm-8:00pm

Board Election and Bylaws Approval Results: Alecks presents the results of the 2023 Common Market Board of Directors' election. She reports that herself and Toby (incumbents) were re-elected, and that Kai Hagen was elected to replace John Beutler. She also reports that the revised Bylaws were approved.

Board Monitoring:

- **D9 – Board Advocacy on Public Issues:** No current projects, though we did work to advocate for our café beer and wine license.
- **D5 – Board Code of Conduct:** Julie reports that the Board will be required to sign the code of conduct annually. The Board agrees to adopt #4 in the CBLD template of this policy. The Board also agrees to add guidelines surrounding social media usage.

John motions to accept the revised draft of Policy C4: Monitoring GM Performance. Merrick seconds, all Board members present vote in favor.

Board Compensation Vote: Merrick motions to approve the year 1 stipend increase, Toby seconds, all Board members present vote in favor.

DEI Update: The Board continues discussing gendered bathrooms. Blair reports that we are working to schedule LGBTQ+ training for our staff members. Megan hopes that the Frederick Center may help to bring similar training to our Owners.

Odds and Ends:

- **Ownerfest/Annual Meeting:** Ownerfest will be held at the Route 85 Store on Saturday, October 14, 2023, from 12:00pm to 3:00pm. We will provide lunch, vendors, live music, and an introduction of our Board members to Owners. The Annual Meeting will be held between 1:30-2:00pm. (Merrick and Toby cannot attend)
- **Lunch with Leadership:** The next Lunch with Leadership will be held at 12:00pm on October 19, 2023, at Route 85. Megan may attend. The next will be held at 12:00pm on October 26, 2023, at 7th Street. Alecks may attend.
- **CBLD Training Calendar:** (10/3 - Finance Training for Directors, 10/5 - Grocery Bootcamp, 10/11 - Co-op Café, 10/12 - Intermediate Facilitation Training, 10/21 - Virtual CBL 101, 10/29 - Board Presidents Round Table)
- **Spoonful:** Megan will author the message from the Board for the Spoonful Newsletter.
- **The Beet Newsletter:** The deadline for submissions for the upcoming issue is Wednesday, October 4th, 2023, at 12:00pm.
- **Retreat Scheduling:** The Board retreat is scheduled for January 19-21, 2024. Alecks and Megan will establish a venue!
- **Board Quarterly Working Meeting:** October 12, 2023, from 7:00pm-9:00pm on Zoom.

Follow Up:

- Family Restrooms
- Scheduling location for Board retreat
- Beer and wine license
- Policy Register
- Advocacy Committee with Kai

The meeting was adjourned at 9:15pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.

Frederick County Consumer Cooperative

Board of Directors Meeting

October 26, 2023

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

Board Staff Liaison Present: Zoe Brittain

Board Member Absent: Kai Hagan, Merrick McKelvie

Staff Members Present: Mac Kio, Sarah Lebherz, Blair Barnes, Román Diaz, Joe Eastwood, Armando Martinez, Zoe Brittain, Susan Schulman, Amanda Harmon, Nick Fitzpatrick

Owners Present: Roger Moore, Katie Jackson, Sue, Jean Kavanaugh

The meeting was called to order at 6:06pm by Megan Schneebaum via Zoom.

Approval of Agenda: Armando motions to approve the October 2023 Common Market Co-op Board of Directors meeting agenda. Alecks seconds, all Board members present vote in favor.

Quick check-in.

Consent Agenda:

- **July and August 2023 Board of Directors Meeting Minutes**
- **Ownerfest/Annual Meeting Minutes**
- **Owner Refunds:** (6653-Moved)
- **Ownerfest and Annual meeting thanks!**

The August 2023, September 2023, and Annual Meeting Notes are approved by the Board of Directors as well as (1) Owner refund.

Owner Comment Period: None.

Staff department focus: Events and Education Coordinator: Events and Education Coordinator, Amanda Harmon, shares her background and what brought her to the Co-op. She says that much of her time is spent scheduling classes, community outreach, and educational courses at the Co-op. She reports a 100% increase in ticket sales over the year, in which she helped to coordinate *roughly* 100 classes and/or events. Amanda is currently focused on bringing ASL classes and farm tours to our Co-op to increase Owner engagement. She hopes to reinvest earnings from ticket sales back into the education program over time. Last, Amanda outlines instructors and organizations that she's currently working with for our "Bring-A-Bag for Change" program, and requests the Board's recommendations on new classes and/or instructors that they may be interested in.

GM Monitoring: B3 – Financial Condition: Roman reports improvements across the board.

Roman suggests changing the dates for the asset retention and staff relations review dates. Roman suggests January 25, 2023, for the asset protection review, and December 14, 2023, for the staff relations review.

Alecks motions to approve the GM monitoring report on B3-Financial condition. All Board members present vote in favor.

Financial Dashboard Update: Sarah and Roman present the financial dashboard update.

Staff-Board Liaison Update: Zoe reports that staff have asked about a 5-10% lifetime discount at the Common Market after 15+ years of continuous service, as a "thank you" for their hard work and dedication.

Bank Waiver Letter & Signing the Audit: Sarah reports that we have C-share dividend payments due, which total approximately \$71k to C-Share Investors. She recommends that we issue the payments on schedule (as budgeted).

Joe motions to approve the C-Share dividend checks, Armando seconds, all Board members present vote in favor.

Break: 7:35pm

Board Monitoring D5: Code of Conduct: The Board discusses revisions to Policy D5 (Code of Conduct) that Julie has made, based on the discussion from the last Board meeting. Megan advises against any specific Board action being written into the policy concerning Board members who are employees being subject to serious disciplinary action. The Board ultimately agrees that a majority vote should be held to determine the outcome of such a situation. Final edits are made to the draft of the revised policy.

Alecks motions to accept the revised draft of Policy D5: Code of Conduct. Juan seconds, all Board members present vote in favor.

DEI Update: Román reports that other Co-ops (such as BriarPatch Food Co-op) have experienced issues with the roll out of gender-neutral or family restrooms. However, BriarPatch Food Co-op did provide their plans to address the issue, which Román hopes can show us a path forward.

Odds and Ends:

- **Good of the order:** None.
- **Lovettsville opening:** Lovettsville Food Co-op will open on November 1, 2023, at 8:00am.
- **WIC Update:** We have submitted the necessary paperwork for the WIC Program, and our application is pending approval.
- **Annual report:** Monday, November 6, 2023, is the deadline for the Financial Statement and Presidents statements for publish.
- **Retreat planning:** Tentatively scheduled for January 19-21, 2024, at Thorpewood.
- **Café consultant update:** Roman reports that we brought in an NCG recommended café consultant to improve efficiencies and profit margin.
- **Green Committee:** The Green Committee meets on the first Friday of each month at 10:00am. We are currently considering alternatives but struggling to find viable replacements for Terracycle. Susan suggests free boxes such as Johnson and Johnson and Colgate's respective recycling programs. Megan recommends that we provide education as to *why* we are removing various recycling programs. Susan says she plans to meet with Kai Hagan and ask if he would like to provide guidance on this topic. She also suggests that Kai may be interested in working on this as part of his contributions to the Advocacy Committee.
- **Thanksgiving:** Thanksgiving items go out November 1, 2023. Tastings will be held on Saturday, November 4, 2023, at the Route 85 Store, and Saturday, November 11, 2023, at the 7th Street Store. Customers will be welcome to sample our thanksgiving items, and preorder from each event. Pickups will occur on November 18-22, 2023, at both stores. Susan asks the Board for Turkey slinging support.
- **Lunch with leadership:** Lunch with leadership will be held on December 14, 2023, at the Route 85 Store, and December 21, 2023, at the 7th street Store.
- **CBLD Re-Enrollment-** Regular Level
- **CBLD Training Calendar:** (10/29- Board Presidents roundtable, 11/9- Co-op Café Leaning into Values, 11/29-Effective Meeting Facilitation, 12/6- Facilitation Pro Clinic, 1/20- Virtual CBL 101, 2/1- Finance Training for Directors...) <http://columinate.coop/events/>
- **Follow Up:**
 - Spoonful Newsletter
 - Annual Report
 - Turkey Run Schedule
 - Board retreat Scheduling
 - Kai/Advocacy Committee

The meeting was adjourned at 8:36pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.

Frederick County Consumer Cooperative

Board of Directors Meeting (Annual Meeting, Ownerfest)

October 14, 2023

Board Members Present: Megan Schneebaum, Alecks Moss, Julie Richards, Joe Eastwood, Kai Hagan,

Board Staff Liaison Present: None.

Board Member Absent: Armando Martinez, Juan Ducos, Merrick McKelvie, Toby Schermerhorn

Staff Members Present: Mac Kio, Sarah Lebherz, Blair Barnes, Roman Diaz, Joe Eastwood, Susan Schulman, Cierra McFarland, Jeff Dean, Stalanic Anu, Amanda Harmon, Jenni Jones, Troy Sexton, Wren Laxton, Kevin Ozag, Dulce Hernandez, Aurea Calori

Owners Present: Roughly 150+ Owners!

The meeting was called to order at 1:40pm by Megan Schneebaum from the Ownerfest Celebration at the Route 85 Common Market.

Introduction: Megan explains the purpose of our annual meeting and introduces our new and existing Board members.

Annual Meeting/Report: Megan discusses the purpose of our Ends policies and triple bottom line (People, Planet, Profit). Megan announces that the Common Market is 8,945 Owners strong and counting!

Treasurers' Report: Julie Richards stands in for Juan Ducos to present the Treasurer's report. Julie outlines the financial standing of the Co-op and welcomes Owners to attend our monthly Board of Directors Meetings.

Owner comments:

- Lunch was great!
- Annie Marshall expresses thanks for her fellow Cooperatives, and those that keep our co-op going each day.

The next Common Market Board of Directors meeting will be held on October 26, 2023, from 6:00pm-9:00pm on Zoom.

The Annual meeting is adjourned by Megan Schneebaum at 2:05pm. Raffles for attendees follow.

Meeting Minutes recorded by Mac Kio.

Frederick County Consumer Cooperative

Board of Directors Meeting

November 16, 2023

Board Members Present: Megan Schneebaum, Toby Schermerhorn, Alecks Moss, Julie Richards, Armando Martinez, Kai Hagan, Juan Ducos

Board Staff Liaison Present: Zoe Brittain

Board Member Absent: Merrick McKelvie, Joe Eastwood

Staff Members Present: Mac Kio, Blair Barnes, Roman Diaz, Armando Martinez, Susan Schulman, Zoe Brittain

Owners Present: Roger Moore, Jamie, Brian, Anne Andrex

The meeting was called to order at 6:06pm by Megan Schneebaum via Zoom.

Approval of Agenda: Toby motions to approve the November 2023 Common Market Co-op Board of Directors meeting agenda. Alecks seconds, all Board members present vote in favor.

Quick check-in.

Consent Agenda:

- **October 2023 Board of Directors Meeting Minutes**
- **Owner Refunds:** (7839-Moving, 10210-Other)

The October 2023 BOD Meeting Notes are approved by the Board of Directors as well as (2) Owner refunds.

Owner Comment Period:

- Brian suggests banning synthetic foods from the Co-op. Roman says that he and the Category team will investigate.
- Brian feels that the biometric sign-ins at registers are a safety concern. Armando explained that biometric sign-in is optional for everything with exception to the “shared till”, which requires biometric sign-in.
- Brian asked whether we could use compostable bags instead of plastic bags in the produce department. Armando explained that we have tried compostable bags in the past, but we discontinued their use in our stores due to that material not being compostable in our area.
- Brian asked for in person and hybrid meetings. Megan explained that we are working to bring hybrid meetings to our owners with Mac’s help.
- Anne wishes we would use inclusive language on the bathroom doors and suggests that we use more specific cleaning signs. Megan shares that we have been working to address this.

- Anne asked where we stand regarding the liquor license pursuit. Roman explains that we have decided to put that pursuit on pause to increase efficiency and margin on the products we currently offer our café customers.

Staff-Board Liaison Update: None.

Financial Dashboard Update: Megan and Roman present the financial dashboard update in place of Sarah Lebherz.

GM Monitoring: B7-Customer Service and Value: Roman reports overall satisfaction regarding policy B7-Customer Service and Value.

Juan motions to approve the GM monitoring report on policy B7-Customer Service and Value. All Board members present vote in favor.

Board Monitoring D4-Officers Roles: Julie shares her screen with attendees to compare/contrast our policy (D4-Officers Roles) with a parallel CBLD policy.

Julie asks whether there are guidelines in place pertaining to the length of time that we should archive outdated documents. Ultimately, the Board agrees that there is no need to delete documents from the shared Google Drive, due to the amount of storage space that is still available therein. Data retention policy standards will be maintained by the Secretary of the Board of Directors moving forward.

Julie asks each Director to confirm that they have no conflict(s) of interest related to their position on the Board of Directors. All Board members present confirm that they currently have no conflict(s) of interest.

Alecks motions to accept the revised draft of Policy B3: Financial Condition. Juan seconds, all Board members present vote in favor.

Break: 7:48

Board Calendar: Susan presents the 2024 Board of Director's calendar which was drafted by herself and Mac. Susan will revise the calendar to reflect that the January 2024 retreat is for the contracted 2023 Board retreat with CBLD. Highlighted sections will be reviewed at the Board retreat.

DEI Update: Blair sent her preferred dates to the Frederick Center for the LGBTQ+ training, but she has not heard back from them. We are also waiting to hear back from a construction company regarding gender neutral bathrooms.

Odds and Ends:

- **Retreat planning:** Scheduled for January 19-21, 2024, at Thorpewood.
- **Terracycle Follow Up:** We are continuing our use of free Teracycle recycling programs, including, but not limited to, the Johnson & Johnson box. We continue to look for alternatives to Teracycle. We held a textile recycling event recently, at which our owners donated over 2 tons of textiles!

- **WIC Update:** Our first application for the WIC Program was denied, as we still need to add a few more conventional items for eligibility. We plan to purchase the necessary items from SUPERVALU.
- **Green Committee:** The Green Committee met with Joe Eastwood this month to discuss our plans regarding recycling programs moving forward. (Teracycle, Batteries, etc.)
- **Thanksgiving:** Thanksgiving items went out on November 1, 2023. The in-store tastings were very well received. Customers sampled our Thanksgiving items and preordered from each event. Pickups will occur on November 18-22, 2023, at both stores.
- **Lovettsville Co-op Opening:** Several staff members have visited the Lovettsville Co-op to assist with their grand opening and take pictures. The store is managed by our former Route 85 store manager, Killian Geesling.
- **Lunch with leadership:** The next lunch with leadership will be held in January 2024.
- **CBLD Training Calendar:** (10/29- Board Presidents roundtable, 11/9- Co-op Café Leaning into Values, 11/29-Effective Meeting Facilitation, 12/6- Facilitation Pro Clinic, 1/20- Virtual CBL 101, 2/1- Finance Training for Directors...) <http://columinate.coop/events/>
- **Good of the order:**
 - Susan gives a shout out to the café team for their support at the Chestnut Roast event.
- **Follow Up:**
 - Teracycle
 - Green committee
 - Board Monitoring Update (D4-Officers Roles)
 - LGBTQ+ Training
 - Gender Neutral/Family Restrooms
 - WIC Update

The meeting was adjourned at 8:41pm by Megan Schneebaum. Executive session followed. Meeting Minutes recorded by Mac Kio.

Frederick County Consumer Cooperative

Board of Directors Meeting

December 14, 2023

Board Members Present: Megan Schneebaum, Julie Richards, Toby Schermerhorn, Alecks Moss, Armando Martinez, Kai Hagan, Joe Eastwood, Juan Ducos, Merrick McKelvie

Board Liaison Present: Zoe Brittain

Staff Members Present: Roman Diaz, Sarah Lebherz, Blair Barnes, Nick Fitzpatrick, Grace Scott, Armando Martinez, Joe Eastwood, Zoe Brittain

Owners Present: Darylle Smoot, Brian Fouche, Kathy, Delia

The meeting was called to order at 6:06pm by Megan Schneebaum via Zoom.

Approval of Agenda: Toby motions to approve the December 2023 Common Market Co-op Board of Directors meeting agenda. Joe seconds, all board members vote in favor.

Quick Check in.

Consent Agenda:

- November 2023 Board of Directors meeting minutes
- Owner Refunds: (10564- Moving)
- Owner refunds approved via email on December 19, 2023 (10056- Moving, 10713- Too expensive, and 9161- Moving)

Owner comment period: No comments.

Staff-Board Liaison Update:

- Some staff feel as though theft has risen and they have not been properly trained on how to handle theft situations now that we do not have an asset protection manager.
- Staff are looking for more asset protection related trainings such as robbery, theft and active shooter trainings.
- Bathroom cleaning has fallen on staff now that we no longer use Minty Clean for cleaning services at 7th street. Some staff feel that this is an extra burden and not a part of their job duties.

Financial Dashboard update: Sarah Lebherz presents the financial dashboard. Megan suggests separating dashboard out by month instead of combining per quarter.

GM Monitoring B4- Asset Protection: Roman reports overall satisfaction regarding policy B4- Asset Protection. All criteria in this report meet standards.

Juan motions to approve the GM monitoring report on policy B4- Asset Protection. Kai seconds, all board members vote in favor.

Board monitoring D4- Revision: Julie shares her screen with attendees to show changes she made to Policy D1.

There were a few changes made to this policy which are highlighted in yellow in the google drive.

Kai motions to accept the revision of Policy D4. Merrick seconds, all board members vote in favor.

Board monitoring D1- Board Process Governing Style: Julie shares her screen with attendees to compare/contrast our policy D1 with a parallel CBLD policy.

Julie feels that the layouts of our policy D1 and the CBLD policy are different but that they both say the same thing.

Merrick feels that the CBLD template is much more accessible in the way that it is written. Merrick prefers the language in the CBLD template.

Kai and Armando agree with Merrick's statements.

Megan suggests adopting the complete CBLD template.

Julie will make changes to policy D1 and adopt CBLD template without reciting FCPG pillars.

Break: 7:54pm_

Executive Committee Election: Megan suggests candidates as follows

- Julie- Board President
- Alecks- Continuance of Board Vice President
- Juan- Continuance of Board Treasurer
- Megan- Board Secretary

All board members in favor of executive committee election.

Odds and End:

- Kai and Armando need to sign code of conduct document.
- Retreat Planning- Scheduled January 20-21 at Thorpewood. All 9 board members are planning to be present.
- WIC- Completed application> there was an inspection following the completion of the application and we found out that we need more product since we have more than 6 registers. All new products have been brought in and Sarah will be submitting new application by 12/18/23.
- Green Committee- No update
- Lunch with leadership- January 18th at 85 and January 25th at 7th street.
 - Toby can attend lunch on 1/18 but will be a little late
 - Kai can attend lunch on 1/25
- CBLD Training Calendar- 101 CBLD class on 1/20/24. That is the same day as the board retreat but anyone interested can still sign up and get a recording of the class.
- Good of the Order- None.

Follow up:

- Susan to add C5 to board calendar
- Add November 16th meeting minutes to January agenda
- Gender Neutral Restrooms- contractors coming out to assess and give quote.

The meeting was adjourned at 8:25pm by Megan Schneebaum. Executive session followed. Meeting minutes recorded by Blair Barnes.