

**In Athens there will be a thriving, local, cooperative economy; a fun, inspiring place to shop and learn; a hub for community and civic engagement; and a source of excellent food.**

Daily Groceries Co-op - Board Meeting  
Wednesday, September 20, 7:00-8:00PM  
Athens Clarke Heritage Foundation

- I. Welcome
  - A. Approve Minutes- August
    - a. Tom motions, Will seconds, all in favor, motion passes unanimously
- II. 25<sup>th</sup> Anniversary- Annual Meeting
  - A. Celebration
    - i. This is our silver anniversary, November 2<sup>nd</sup>, Thursday, Normal Bar, 6:30 – 8:30,
    - ii. the board retreat will follow for Ends discussion,
    - iii. customer survey as well as annual meeting are a chance to gather information,
      1. we can do small table brainstorming using talking points related to Ends,
      2. we could use the apples and worms from last year’s annual meeting
  - B. Elections
    - i. We will be going live with the election tomorrow emailed to members, also on social media,
    - ii. We are going to use a colorful and less wordy sign that says “Want to be a part of envisioning Daily Groceries Co-op?”,
    - iii. Alex and Diona will decide during executive session if they intend to run for the board again,
    - iv. Willow’s seat has one year to go after being appointed during tonight’s meeting
- III. Big Apple 2.0- Moving On
  - A. Many things are not on the table anymore, however having an LLC structure in place we’re on a more traditional expansion timeline,
    - i. we can take investments and be prepared to sign a lease when the right opportunity comes along,

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- Have fun.

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- ii. the process has slowed down,
- iii. we are being taken more seriously by the Development Cooperative arm of National Co-op Grocers,
  1. Lisa has met with the lease negotiator,
- iv. we will reconvene the capital campaign committee in the Spring

#### IV. Member Forum

- A. Sam is part of a Costa Rican co-op selling turmeric powder,
  - i. also interested in being a shareholder investor
- B. This evening being Rosh Hashanah we lost one interested owner wanting to join us, so we're committing to checking the interfaith calendar before setting board meeting dates
  - i. Oct. 17<sup>th</sup> will be our next board meeting, perhaps at the Athens Land Trust office building

#### V. General Manager Updates

- A. Policy Reports- B7 Board Communications
  - i. Update to 2<sup>nd</sup> quarter financial conditions: one date was placed in the wrong quarter, 1.57% of sales was reported as operating income but this went to 1.3% of sales after adjustment, after non-operating (mostly project), we go under compliance at .3% of sales
    1. but in light of new information regarding adapting policies such as financial conditions to *not* be out of compliance due to project expense (non-operating expenses) putting us into net loss -- operational income was in fact sufficient,
    2. a note will be added addressing this change
  - ii. 3<sup>rd</sup> quarter sales growth should be between 10 and 15%
  - iii. 2 month of the Development Co-op contract was owed but Dave is working with us to not require payment for the 2<sup>nd</sup> month
  - iv. We were renewed and with a lower premium on property and business owner's insurance,
  - v. We have the same spoilage deductible of \$500 in spite of three claims this year

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1. We will pursue the Sunbelt generator and getting an electrical switch set up that allows us to use a generator to power the store potentially within 45 minutes of power outage demand
- vi. Training and meetings: new director orientation with Lisa will be coming soon
  1. Lisa will be recapping her GM reports with managers
  2. Lisa also working on a business plan to be influenced by the board retreat
  3. Lisa went to NCG's Fall meeting,
    - a. There is continued concern with the new normal,
    - b. 150 co-ops running 200 stores with 140 GMs turnover,
    - c. 60% of turnover was in last 2 years,
    - d. the Golden Years have passed,
    - e. many were early retirement turnovers, as well as declining sales growth and profitability,
    - f. tactics that used to work do not,
    - g. It's getting harder and harder to find experienced GMs,
    - h. NCG has refocused on new GM training, it's been a high priority to be able to act quickly,
    - i. NCG is pursuing functional integration and shared systems acting like a virtual chain on the back end including programs like Co-op Basics and Co-op Deals which will become available if we do become full members of NCG,
    - j. we'd have to do a full rebrand to fully integrate with NCG's marketing guide,
    - k. We are already participating in Co-Efficient, the sustainability focused NCG program, and there will be a booklet based on the data we gather and submit, and this could be used for the annual meeting as well
- vii. GM will not
  1. Submit monitoring reports that are untimely, inaccurate, or hard to understand.
    - a. In compliance. Lisa does her best to not submit hard to understand reports!

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- b. Some reports were rearranged in the calendar due to the former GM's departure, we will restore the calendar back to what they had been before the GM transition
  2. Report any actual or anticipated noncompliance with any policy of the Board in an untimely manner.
    - a. In compliance.
  3. Allow the Board to be unaware of relevant trends, public events of the Cooperative, or internal and external changes which may affect Board policy.
    - a. In compliance
  4. Withhold his/her opinion if the GM believes the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the GM.
    - a. In compliance
  5. Deal with the Board in a way that favors or privileges certain Board members over others except when responding to officers or committees duly charged by the Board.
    - a. In compliance
- viii. Diona motions, Rashaun seconds, all in favor, motion passes unanimously

## VI. Board Policy & Governance Updates

### A. Policy Reports- C8: Governance Investment

- i. Invest in governance capacity of the board, incur costs prudently, arrange for outside monitoring
  1. CBL 101 for Rashaun on Friday in Sacramento
  2. Development Cooperative support has been major

### B. CBLD 101: Tentative Durham, January 20, 2018

- i. True date to be determined, it will be in the Spring on the East Coast

### C. Annual Board Retreat (Nov 11) Topics

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- i. Email Tina Tinsley about Earthsong as a location for the retreat
- ii. Refining the Ends policy and Big Apple 2.0 are key topics

VII. Future meetings

- A. Board Meetings- 10/?, 11/14, 12/12
  - i. 14<sup>th</sup> will be cancelled
- B. Board Retreat: November 11
- C. Annual Meeting November 2

VIII. Executive Session

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## **Policy Governance for Review:**

### **For the Board:**

Policy Type: Board Process  
Policy Title: C8 – Governance Investment  
Last Revised: September 30, 2012

We will invest in the Board's governance capacity.

We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.

We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.

We will use training and retraining liberally to orient new directors and candidates for membership, as well as to maintain and increase existing directors' skills and understanding.

We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.

We will use outreach mechanisms as needed to ensure our ability to listen to owner viewpoints and values.

We will use professional and administrative support.

We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than [month].

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