

**Silver City Food Co-op — Board Meeting Minutes**  
**Wednesday March 20, 2019— 5:30 p.m. to 7:50 p.m. —**  
**LOCATION: 907 Pope St, Meeting Room**

**Present: Board Members Jennifer Johnston, Jean-Robert Beffort, Laurie Anderson, Shanti Ceane, Scott Zager; General Manager Joe Zwiebach; Assistant Manager Mike Madigan; member and Board candidates Betty Mishuk and Gwen Lacy; member Susan Van Auken**

**I. Welcome (5:30-5:35pm, 5 min)**

- A. The Board Approves the agenda by consensus
- B. Board announcements

Cooperative Café in Albuquerque has been cancelled. The Board wonders if someone should now go to CCMA, even though it is more expensive. Jennifer calls attention to meeting norms. Start end on time, avoid redundancies, read committee reports, keep comments brief and relevant, have fun.

**II. Membership-board discussion (5:35-7:05pm, 90 min)**

- A. Introduction of the board candidates for the 2019 election (30 min.). Board appointee Julianna is also a candidate, absent due to flu. Betty Mishuk is running for Board. She had been working as the co-op's financial consultant. She wants to be involved in PSPC, and feels strongly that relocating the co-op is a positive move. Betty has been a part of the coop since 1975, and has been on the board in the past including as president. She filed the co-op's first income tax return. Scott is running for the Board to address the co-op's need to move. He is looking down road to minimum wage increase, and need to increase revenue. He wants to help the co-op with the transition because the future depends on that. Gwen says the co-op is a hub of community. She has seen a successful transition in another co-op. She has a legal and education background, board experience, and can do bylaws. Jennifer asks the candidates about willingness to faithfully follow B-policies, and to do work without personal agendas. Betty believes she can do that. Her personal agenda is the building, having it go forward really green and fiscally conservative. Scott believes in the one-voice policy, he likes to push toward fiduciary responsibility, but supports group decisions even if he personally disagrees. Gwen says principles should come before personality. Susan suggests that the Board agree on the difference between operations and governance. She asks the candidates who is the leader of the co-op? Betty doesn't see one particular leader, more like branches of government with checks and balances, which sometimes agree and sometimes disagree. Scott cites "cooperation, collaboration, and compromise," emphasizes team effort. Gwen prefers concentric circles to hierarchies and says the relationship between the Board President and GM is key. GM asks what we need to do to get more people involved, and is that a good idea? Scott says the Board should not shy away from controversy but enlighten it. Members should get a full range of information and feel heard. Gwen says to encourage committee participation. Betty thinks committees other than MC could be opened up to members. MC talked about doing a quarterly event based on the popularity of the GMM. Susan thinks meetings are opaque to membership. Mike asks about Gwen's lobbying at the Roundhouse. She says it was mainly environmental, pushing laws about Gila diversion, healthy soils, energy transition, and medical aid in dying. Mike asks about candidates' perspective on the cooperative model. Gwen says it's bigger than the nuts and bolts of policy. She comes from a Montessori culture of consensus. Betty was a part of other co-ops, including New Moon Café. She believes in sharing and thinks the co-op model is viable but sometimes used to make excuses not to keep the business side sharp.

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Scott says the co-op model is important, it is about values and participation. People see the co-op as projection of values.

- B. Architect discussion (15 min.) PSPC recommends hiring Steven Shelendich. His site engineer will be Weber Engineering. First contract is for preliminary design and schematics, with a budget of \$7,500. They want to have something to show at the GMM meeting on May 5, which Steven will also attend and talk to members about plans. He needs a document outlining project priorities. He recommended using a preferred contractor rather than the lowest bid, and also to demo before doing the final plan. Scott thinks it is great he will be at the GMM. Betty wonders if Jessa should be paid out of funds she raised. Mike and Jennifer think this was presented clearly and fairly to membership. Scott points out that Jessa was clear that she did not want to be paid on commission for ethical reasons.
- C. Update on GMM plans (10 min.). Scott will be the Volunteer Organizer. There will be pies and ice cream. Jay Hemphill will photograph with drones. Bart will assist in providing chairs, tables, signs. Laurie suggests a pie-in-the-face fundraiser. Pies not local or organic, but they are vegan. MC cannot ask staff to volunteer for the GMM for ethical reasons.
- D. Strategic plan discussion (20 min.) The Board wonders if maybe the “identity and culture” item isn’t as relevant anymore. The membership survey helped to engage membership. The Board needs to see specifics from operations, like website, social media, and email metrics. Joe thinks that because branding/identity should translate to sales, data on basket size and customer loyalty is relevant to it. GM will report on relocation milestones. Laurie brings up local produce signs as evidence of pursuing niche marketing. Scott uses examples of “boutique” customer service. Betty points to bulk herbs. More newsletters going out the door is an engagement metric. Single-serve packages of nuts at Silco is a new initiative. Jennifer wants to print mission and vision and place it prominently in the store. GM will report on staff on-boarding, the BEEP rewrite, and cross training.
- E. Open discussion (15 min.) Susan is glad president and GM are having meetings. Betty wants the agenda in an email blast, but Mike says people unsubscribe if you email them too much. GM and President have been talking about whether to have more hoopla around member engagement meetings. Susan wonders if we should have meetings at different days or times.

**III. Board Decisions or Business (7:05- 7:30pm, 25 min)**

- A. The Board approves February board meeting minutes by consensus.
- B. The Board approves proposed date, location, and topic of the Spring Retreat by consensus.
  - 1. June 7-8, 907 Pope St., Policy Governance and new policies
- C. PSPC decisions recommended:
  - 1. Proposal to hire Silver Architects, Steven Shelendich, for preliminary design including schematics and preliminary construction cost estimate, which would ideally be ready for the GMM on May 5<sup>th</sup>, approved by consensus, with one stand-aside, Jean-Robert.
  - 2. Proposal for the Bi-Laws Committee to become active and work on changes to the bi-laws to allow for the lease or sale of co-op property and to allow for the

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sale of preferred shares (understanding the preferred shares process may be long and we would like to be set up for preferred shares for this or future phases of the expansion). Proposal approved by consensus. Gwen, Laurie, and Jennifer will be committee members. Jennifer will schedule a Bi-Laws Committee Meeting in April and will serve as the committee chair until the new board is seated in May.

- D. Decide month strategic plan will be reviewed, with GM input, in 2019. President suggests a October/Fall Retreat review time. The Board approves this proposal by consensus.
- E. First read of proposal to hire Peter Chestnut to offer legal advice on preferred shares and member loans. Shanti says his cost has lowered from \$225/hr for Peter and \$100 for his law clerk Eva. Shanti thinks the co-op needs legal help with the member loan campaign, and Chestnut has prior experience. They may also want advice on bank loan terms in case loan gets called.
- F. First read of proposal to hire Ben Sandel, a CDS member loan consultant. How much analysis can he do? Does it vary whether hourly or percentage? Do we definitely want member loan campaign?

**IV. Monitoring Report Discussion (7:30 – 7:40pm, 10 min)**

- A. The Board acknowledges by consensus B2 (Compensation and Benefits) Monitoring Report.
- B. He Board acknowledges by consensus B6 (Manager’s Report).

**V. Board Meeting Task List and Closure (7:40 – 7:50pm, 10 min)**

- A. Review task list, tabled items, if any, and away dates.