

Silver City Food Co-op — Board Meeting Minutes
Wednesday, May 24, 2023 — 5:30 P.M. to 7:30 P.M.
Meeting at 907 Pope Street and (by request) on Zoom*

Attendance: Leo Andrade, David Burr, Shanti Ceane, Kristina Kenegos, Sandy Lang, Paul Slattery, Jane Spinti, Kevin Waters. Josh Youngblood by Zoom

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I. Welcome, Introductions, and Membership/Board Discussion (5:30-5:40, 10 minutes)

- A. Agenda approved
- B. Director Announcements
 - a) Columinate Virtual CBL -The Board will meet at the Pope St. location 9 AM – 12:30 PM. Several Board members have signed up; it is not necessary for us all to sign up as we will be together
- C. Member Comments - None

II. Preparing for Strategic Planning Process (Josh Youngblood; 5:40-6:30, 50 minutes)

- A. There are several questions to consider when it comes to the next steps of creating a strategic plan. For example, how much of a pivot, or is it a pivot at all? Are we going to recreate what's already in the strategic plan, and if so, there is a template to follow. How much of a factor is the new building in this? Are we constructing a strategic plan pre-building, or post-building? Third, how much of the granularity of the writing of directions and objectives are going to Board led, versus led by the GM?
 - 1. Initially addressing those questions: David very much liked the template that the previous strategic plan provided because it indicated what the objective was, what the action was, and who is going to do it. This is referring to the 2017-2020 strategic plan.
 - 2. This is hopefully a plan to develop post-building and should be a long view.
 - 3. The 2017-2020 plan had a certain level of granularity and the Board expects that the next one is a mutually driven type of plan between the Board and Kevin together.
 - 4. Starting with the past plan as a template may make the task easier, along with incorporating some of what we did at the retreat last year.
 - 5. There could be a strategic planning day where we go through the past plan and determine if each item has been accomplished, and if those things are important enough to be carried forward. A sub-question of that would be if what was true and important in 2017 is still true and important in 2023. This process would have to start with answering those questions.
 - 6. Regarding if this is a plan for pre- or post- new building, a point to address is profitability or getting back to level zero. Some of what might come up is disruption and non-profitability in the transition between stores. There is training and up-staffing, plus other things in getting ready that will affect profitability, but hopefully the transition from current operations to new operations should be fairly smooth with the staffing increase. There is often a twelve month to two year period where a business is trying to build cash reserves back up. The building itself is a huge strategic accomplishment, so the question is when can big planning happen if we are still trying to get our feet under us after the new building?
 - 7. Who is driving the strategic plan - What kind of ideas do you need, what do you have already? Before you write a strategic plan, we could sketch out what the process is. More

verbiage, more ideas, more ideas that are Board generated, but how will you get the other ideas that are out there? There have been member concerns and hopes and dreams and worries through the building process, and members want to be engaged. It's not just going to be Board thinking, or taking what you already had, but talking to your members about where the co-op is going. You wouldn't have all the data input you need to look at yet without talking to your members over a fairly good time frame (3-6 months). This could be having brainstorming sessions together, member meet and greets, or ideas under big bucket categories (such as new services, things other than retail, or broadening our membership base) where members could come and bring their ideas. This could be a series of talks from urban planners or regional planners and capturing member comments. There's a lot of ways to go about it but some member engagement planning to get new ideas is important. This is a massive and pivotal change and you need member opinions as a whole to move forward.

8. Is there time at the GMM to get input from the community? How could their input be meaningful? Perhaps some longer-term questions for post-store opening, like what does membership look like? Could there be a comment box at the GMM? Last year the "things I love about the co-op" responses gave an idea about what people appreciate. It wouldn't take much preparation to do it this year, maybe we could put them at the sign in table. Perhaps asking the question, what would you like to see the coop be in five years? There is a caution of giving the impression that every suggestion will be honored, but it could be a good opportunity to tabulate the data and collect all member input and set up strategic direction and report that back to members. That is a powerful moment of engagement.
9. Who is doing the writing and taking ownership of these things? Josh's favorite topic is that a co-op's ends policies are a way to have a conversation between what the Board writes and what the GM does. That is the point of ends policies. Josh pulled up the retreat report from last year and was also informed about a member's concerns about the ends policies being too short and not saying anything substantial. He then compared these to the past ends policies that are much more detailed and provide some basis for some of the things we may want to be part of the strategic plan. The ends policies could be a place where the Board engages in long term strategy and gives solid direction to Kevin.
10. Josh then shared some examples of ends policies and strategic plans from other co-ops. The ends policies need to address these three key questions: what, for whom, and at what cost. He suggests setting a goal to rewrite the ends policies and then looking at how that maps over to strategy. Josh shared the ends policies examples of other co-ops with the Board and how these can map across to a strategic plan.
11. Josh stated that a co-op that uses policy governance can do it cooperatively or it can be the GM's job to write the strategic plan. Your A policy should clarify the purpose, and B policies should say that the GM can do whatever they need to do to reach the end policy other than certain stipulations.
12. We need to write the ends policy first and then write the strategic plan. The Board should be writing the ends with the GM in the room, and lead managers and staffers as well if that is a possibility. You can be thinking about your strategic plan as you are writing your ends policy, this can go hand in hand.
13. At last year's retreat we wrote headlines, which were truly a step towards writing an ends policy, as it was something that happened and/or something that was created. Josh will send information and links so the Board can discuss further planning.

III. Old Business (6:30-6:45, 15 minutes)

- A. April Board Meeting Minutes: Approved by Consensus.

B. Concern Coordinator Update: No updates other than a member request for equity return.
Approved by the Board.

C. PDF of Board Book – (Tuan, Shanti): Shanti has finished it and will send to Kelsi to share with everyone.

D. Board Retreat – Proposal (Shanti) : Shanti will send the agenda and meal plan via email when it is finalized. The question was also proposed if Josh should attend virtually or if there needs to be someone there in person? The Board agrees that having direction from the beginning would be helpful and more productive. The goal is to revise the ends policies at this retreat, possibly starting that process on Friday before meeting with Josh on Saturday. The Board would also like to get genuine input from employees and members before finalizing the policy.

IV. Committee Decisions and Announcement (6:45 – 7:05, 20 minutes)

A. Member Connect (MC) Update (10 Minutes)

1) Committee Report:

- a. The MC will meet again June 5th to finalize plans for the GMM.
- b. Howard from Korner Kitchen is going to cost more this year, \$12 per meal, and he needs electricity and will bring his own servers. We are estimating around 150 attendees. Bruce Boyd will be taking the photos. The musicians will be paid \$500. Each vendor needs to provide an invoice. The basket for auction is \$250. All those things combined comes close to our budget of \$3,000. We so far have three volunteers. Judith can put an announcement on Facebook to get more volunteers, and there will be another announcement in the GG.
- c. Judith and Carol will encourage people to bring a recipe to the picnic and submit it to get another raffle ticket.
- d. We would also like to put out a suggestion box for members to submit suggestions that can be considered for the strategic plan.

2) Kelsi and Kevin will be the main contacts about all the things the Board needs to get from the co-op for the picnic.

B. Elections Committee Update (0 Minutes)

a) Committee Update: No updates

C. Board and Management Evaluation (0 Minutes)

a) Committee Update: No updates

D. Finance Committee (15 minutes)

1. B1 policy changes - Approved by consensus
 - a. Add today's revision date to the charter (David will do).
2. Annual Financial Review – Accepted by consensus
3. 1st quarter financial review –
 - a. Trend analysis financial report shows that there are still issues with inflation.
 - b. Sales growth is increased
 - c. Accepted by consensus
4. Patronage –
 - a. When the coop makes a profit we can share that with the members. The recommendation needs to come from the Finance committee and it's unlikely to be approved in the near future due to the new building. We're going to turn any profits back into the business at this time.

- b. Approve recommendation: Approved by consensus
- c. The Board suggests advertising that our co-op is one of the highest in the country as far as members participating in members only sales.

V. Monitoring Report (7:05-7:20, 15 minutes)

A. Monitoring B1 Policy

- 1. The Board agrees, upon the advice of Clifford, Ross and Cooper, CPA, LLC, that non-loan cash be put into two different bank accounts so that the total amount will be covered by the FDIC
- 2. B1 policy accepted by consensus

B. Monitoring Policy B7 (Communication to the Board)

- 1. The CEO of NMFA came into town for another Board meeting and Kevin met with her. They went through the Bullard Street location and the new store and the plans, and the feedback was that it went very well. The Board of Directors at NMFA shared that they've never done something like this before so it would be a creative type of loan. They are confident that the numbers make sense and that we will cover the debt.
- 2. Application for a demolition permit has been made with the city and we've contacted five different local contractors and have had three walkthroughs. We are expecting bids in the next week on the demolition. Reuben is on track to have a completed design and creating construction documents on the 12th of June with mid- August bidding, then depending on contractor schedules, starting as soon as possible after that.
- 3. Reuben may also look at changing the structure of the planned ceiling due to the floor not being raised and overall cost. This will be addressed as the designer finalizes the plans.
- 4. B7 Accepted by consensus

VI. Board Meeting Closure (7:25-7:35, 5 minutes)

A. Task List

- 1. David will complete B1 revision and send it out
- 2. David will talk with Josh about the retreat
- 3. Shanti will do scheduling with Bear Mountain and will send Kelsi the Board book PDF
- 4. MCC will finalize plans for GMM

B. Tabled Items - None.

C. Board Member Unavailable Dates for July: Shanti gone July 16th-August 8th. Sandy June 30-July 4. Kristina July 10-August 1. Leo July 20th. David July 21-27.

D. Next Board Meeting July 26 (re-schedule?): There will be no meeting in June but maybe we can meet before July 16th. The Board may meet on the same day as the Columinate meeting on July 15th for the July Board meeting.

E. GMM June 11

F. Retreat, Bear Mountain Lodge June 23-34

