

**Minutes of the Springfield Food Co-op Board of Directors
Thursday, September 29, 2011**

Board Members Present: Christine Speidel, Elijah Daniels, Judi Becker, Aram Polster, Cherie Harris, Brooke Decker, Steve Greene

Ex-Officio: Neomi Lauritsen, Lucy Georgeff

Member Audience: Lindsay Post, Oliver Owen

Guest: Marilyn Scholl

Call to Order: 5:30 PM

Executive Session

An executive session regarding personnel issues was held. Three motions were made in executive session, as detailed below.

Steve made a motion, seconded by Elijah, to accept the terms of Marie's separation letter dated 9/23/11 and to authorize Christine to execute a mutual release. The motion was approved unanimously.

Judi made a motion, seconded by Steve, to authorize Christine and Elijah to consult an attorney to draft a mutual release. The motion was approved unanimously.

Steve made a motion, seconded by Cherie, to accept the interim management proposal from Neomi and Lucy dated 9/29/11, increasing the purchasing limit to \$2,000, and to authorize Christine and Elijah to prepare a finalized employment contract. The motion was approved unanimously.

The board left executive session at 6:35 p.m.

Announcement: Christine announced that GM Marie Alfieri is leaving the Co-op as of Friday, September 30, 2011. Neomi Lauritsen and Lucy Georgeff have accepted responsibility as the interim management team while a new GM is recruited. The board expressed its gratitude to Neomi and Lucy for their commitment and their hard work.

Minutes of 9/8/11: Cherie made a motion, seconded by Christine to approve the minutes as presented. The motion passed unanimously.

Consent to Actions Taken Without a Meeting: The board signed its consent to two actions taken without a meeting. On September 15, 2011 the Board authorized Christine and Elijah to negotiate a GM transition. On September 23, 2011 the board changed the authorized check signers for the co-op's People's United Bank accounts. Two board members and two staff members are now authorized to sign checks.

Executive Limitations Monitoring

A. Ends – The Board reviewed the interim ends policy with Neomi and Lucy.

B1. Financial Condition – Lucy reported increased sales from August to September and a continued reduction in outstanding accounts payable. Communication has been made with all vendors regarding future payment schedules and she is working with Dave and Peg of the NCGA to stay on track. Neomi and Lucy are also working to reduce the labor margin and discussing new marketing efforts. Neomi and Lucy are working on updating the internal financial controls (flow chart). They will report back at the next meeting.

Marie had been working with the Small Business Administration and the Springfield Regional Development Corporation to explore grants and loans and other programs that might assist the Co-op financially. It was agreed that Neomi and Lucy would not be taking on this task. Christine proposed that she and Steve work together on this and he agreed.

B4. Member Access to Information – Christine made a motion, seconded by Elijah to amend policy B4; adding a fourth sentence to read: [The GM shall not...] “Leave members without reasonable access to appropriate Co-op information.” The motion passed unanimously.

The Interim Management Team will not be responsible for handling membership requests for information. Elijah will be taking on this responsibility. He will be available via email.

Board Self-Monitoring

C3 Board’s Job – The Board needs to implement a plan for member linkage. A committee is being formed to address this and report back to the Board. The Board also decided that it is necessary to discuss the cost of a financial review and explore the process. This will be on the agenda for the January 2012 meeting.

Review of Annual Reporting Calendar

The Interim Management Team will not be responsible for the normal GM reports listed on the calendar. The reporting expectations have been discussed and agreed upon between the Board and the management team.

Board Committee Assignments

Board Development – The focus will be on board recruitment, education and training. Committee members are Judi (chair), and Elijah.

Membership – Focus will be on communication with members and engaging members. The committee may also work on increasing membership, in coordination with management. Committee members are Brooke (chair), Cherie, Steve, and staff member Angela Eglintine.

GM Search Committee – Focus will be on creating a job posting, advertising, screening candidates, conducting initial interviews, and recommending finalists to be interviewed by the whole board. Committee members are Christine (chair), Aram, Judi, and staff member Oliver Owen.

Each committee will draft a charter to be approved by the board. Sample charters from Cooperative Development Services were distributed to the committee chairs.

Board Officers: Steve made a motion, seconded by Aram to elect Judi Vice President and Elijah Treasurer. The motion passed unanimously.

Insurance Exemption Forms: Forms were signed for Workers' Compensation purposes.

Member Engagement Plan: Brooke will be working with her committee to create this plan and report back to the Board at a future meeting.

Open Session: Discussion took place about the possibility of Lindsay Post joining the Board. She will consider.

Cooperative Board Leadership Development: The Co-op was able to join this program in January 2011 thanks to financial support from NCGA. CBLD provides for 1 year of support in the form of consulting hours from Marilyn, access to information and articles, and board training. It was agreed by all Board members that the co-op should continue to participate in 2012 if financially feasible. Christine will investigate the availability of financial support for CBLD 2012.

Executive Session: The Board entered Executive Session at 8:40 p.m. to discuss a legal issue. No action was taken. The Board left Executive Session at 8:55 p.m.

The meeting was adjourned at 8:55 pm. The next meeting will be on Tuesday October 25, 2011 at 6:00 p.m., upstairs at the Coop.

Angela Eglintine
Recording Secretary