

Minutes of Springfield Food Co-op Board of Directors meeting
May 31, 2010
APPROVED June 24, 2010

Present:

Kurth Bemis, Judi Becker, Raven Mueller, Anne Nordstrom, Susan Hall, Christine Speidel, Cindy Johnson

Ex officio: Marie K. Alfieri

Underway at 6:38PM

Review Minutes for May 27th and May 13th

Anne corrected the wording of the May 13th meeting minutes. Anne wanted to clarify

- that the board voted to hire Jim LeFevre as a consultant to the board.
- that the workers compensation claim was filed

Marie asked for the following correction to the May 13th minutes: Marie had asked the board for a letter absolving her liability of previous fiscal statements including fiscal year 2009 and fiscal year 2010, as she was hired two weeks before the end of fiscal year 2010. Anne agreed to draft the letter requested by Marie.

Raven **motions** to accept the May 13th minutes as amended. Christine Seconds. Approved unanimously.

Raven **motions** to accept Board of Directors minutes from May 27th. Christine seconded. Approved unanimously.

New Business

Anne proposed Frank Manafort become an honorary board member. This would allow the board to utilize Frank's knowledge and guidance in the future, while freeing up a seat for an additional active board member. This new position would be permanent, with no voting rights or legal liability.

Christine **motions** that Anne approach Frank regarding becoming an honorary director. Cindy Johnson seconds. Accepted unanimously.

Anne called for input on how to select board members for the open 1 year seats. Anne asked that each board member contact one of the potential members via telephone and conduct a basic interview; Why they are interested, what they can do, etc. Because there are three candidates and potentially two open seats, the third candidate will be recruited to serve on a committee.

Acting on the direction of the membership from the Annual Meeting, an ad-hoc real estate committee will be formed. Anne recommended this committee consist of the President (Anne), the treasurer (Cindy), the General Manager (Marie), One board member (Christine), One new board member (tbd) as well as outside consultants as needed.

Discussion of possible creation of another committee, an implementation committee, Anne recommended that if the project moves forward, Raven could head the implementation committee. Raven expressed desire to hire a professional designer/architect to design the new space to utilize the space to its fullest potential.

Raven **motions** to create an ad-hoc expansion committee, to follow the due diligence of

purchasing additional units in our building, consisting of the above mentioned board members. Christine Seconded. Approved unanimously
The Board discussed the roles and membership of various committees. Finance, Nominating and Personnel committees are required by bylaws.

Nominating Committee: Anne and Judy served on this committee for the previous year, and they will stay on.

Judi **moved** to enter executive session to discuss potential committee nominees. Anne seconded. Approved unanimously.

Christine **motioned** to move out of executive session. Judy seconded. Approved unanimously.

Personnel Committee: Christine and Judi will remain on the committee for the next year. A non-Board co-op member will also be recruited to serve on this committee.

The membership of other committees will not change in the foreseeable future. This includes website committee, membership committee and promotions committee.

Raven proposed that the board sponsor a staff appreciation party. It will take place on Sunday, August 1 at 6:00 pm at the Hartness State Airport.

Marie amended the GM report as follows: that Neomi and Lindsay (not Marie) are going to the NCGA conference to learn about the transition to bi-weekly CAP specials. Marie also reported that income is approximately \$7,000 ahead of projections. The board recognized Marie for her hard work.

Raven **motions** to accept GM report with corrections. Christine seconded. Approved unanimously.

Raven **motions** to enter executive session, to discuss personnel, real estate and accounting. Christine seconds. Approved unanimously.

Anne **motions** to direct the membership committee to draft a privacy policy regarding personal information of shoppers, members, and employees, Judi seconds. Approved unanimously.

Raven **motions** to accept the Due Diligence Analysis/Expansion Report from Judy Glos and to keep that report confidential as it contains sensitive personnel and other information. Christine seconds. Approved unanimously.

Raven **motions** that the board direct Marie to work with a qualified attorney to develop and implement a staff restructuring plan to include the elimination of the Financial Manager position. Judi seconds. Approved unanimously.

Anne **motions** to close executive session, seconded by Kurth. Approved unanimously.
Adjourned at 10:00pm.