

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
Tuesday, February 13, 7:00-8:00pm
Thousand Faces Roaster

Present: (Board) Will Hodges, Jane Russell, Diona Fredo, Alex Rilko, Tom Reynolds, (IGM) Matthew Epperson, (Staff) Kelsey Young, Anna Cox, Ravi Calhoun-Fernandes, Tina Patterson, (Owner-Member) Joseph Pociak, Audey Lee, Jesse Houle, Michael Wegner

I. Welcome

A. Approve Minutes - January

- a. Will motions, Tom seconded, all in favor, motion passes unanimously

II. Member Forum (30 Minutes)

A. Joseph Poziak expressed concerns about previous letters to board and allegations on Facebook. Asked for clarification on store safety and policies in place to protect staff.

- a. Board has sent response to all Owner-Members through email.
b. Board also expected to address these concerns during the current meeting.

B. Audey Lee spoke on a previous letter she wrote to the Board.

- a. Also read a letter authored by Andre Gallant and other concerned Owner-members with recommendations to Board about how to proceed.

C. Jesse Houle addressed worker empowerment.

- a. Felt that current employees aren't being seen or heard by the board.
i. Requested better communication to staff.

D. Michael Wegner informed the Board of a current applicant to Daily's staff who has helped Earthfare with a store expansion project.

III. Board Policy and Governance Updates

A. C1: Governing Style

- a. Will explained Policy Governance.
b. Opened floor for discussion.
c. Will motions to accept, Tom seconds, all in favor, motion passes unanimously.

IV. General Manager Updates

A. B1 - Financial Condition

a. 4th Quarter 2017 - IGM reported compliance/non-compliance on 10 part policy

i. GM will not let sales decline or be stagnant - Compliant

1. 5% sales growth, down from 9% in 3rd Quarter

2. Discussed strategies for growth

ii. GM will not allow operations to generate an inadequate net income - non-compliant

1. Matthew explained this was likely due to poor sales in November surrounding Thanksgiving turkeys. Other reasons include increase in expenses related to Firehall usage, and increase in marketing hours per previous GMs recommendations.

iii. GM will not allow liquidity, or the ability to meet cash needs in a timely and efficient fashion, to be insufficient - compliant

- iv. GM will not allow solvency, or the relationship of debt to member/ owners' equity to be insufficient - compliant
 - 1. Will will gather details of recently deceased Owner-Member who made a loan to our capital campaign. Matthew will seek CPA advice from Wegner CPAs regarding the balance sheet treatment of this loan.
 - 2. Board explained member loans to curious meeting attendees.
- v. GM will not incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business - compliant
- vi. GM will not acquire, encumber or dispose of real estate - compliant.
- vii. GM will not allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed - non-compliant.
 - 1. Taxes were 1 day late in July. No penalty incurred.
 - 2. Tina agreed to assist with extra reminders of deadlines.
- viii. GM will not allow late payment of contract, payroll, loans or other financial obligations - compliant.
- viii. GM will not use restricted funds for any purpose other than that required by the restriction - compliant.
- x. GM will not allow financial record keeping systems to be inadequate or out of conformity with GAAP - compliant.
 - 1. Board will work to find CPA to provide 2017 financial review.
- b. Will motions to accept this report, Diona seconds, all in favor, motion passes unanimously

V. Board Business

- A. Election committee Update
 - a. Diona and Alex will meet Thursday evening to discuss the 2 vacant Board seats.
 - b. Conflict Resolution Proposal Review
 - i. Matthew presented proposal to work with the GA Conflict Center through a series of facilitated conversations.
 - ii. Jane asked for clarification on who would be attending conversations.
 - iii. Board recognized this process as an operational issue and not something that needs Board approval.
- B. Member Survey - Board and Marketing
 - a. Board reviewed draft of member survey.
 - b. Will proposed plan to start a committee to help Marketing finish survey.
 - i. Tom volunteered.
 - ii. Agreed to complete survey by end of 1st Quarter.
- C. Where we are now and where do we go from here?
 - a. Lease Increase Update
 - i. Matthew granted permission to sign the 5 year lease.
 - ii. Lease increase is less than expected.
 - iii. Jane motions to accept these updates, Diona seconds, all in favor, vote passes unanimously.
 - b. Status of GM Leave of Absence
 - i. GM is on paid 45 day leave of absence January 15th - March 1st.
 - ii. GM will meet with Board Thursday for a 30 day check-in.
 - c. Next Steps for healing and moving forward.

- i. Board appreciated a recent meeting with all staff members. Board's goal is to improve Board/Staff relations.
- ii. Board interested in exploring staff representation on Board.
- iii. Board thanked Matthew for stepping up into the Interim GM position and thanked staff for supporting Matthew.

VI. Future Meetings -

- A. March 13th 7:00 Location TBD
- B. April 11th 7:00 Location TBD
 - a. Firehall is still unavailable.
 - b. Diona will check if 1000 Faces is possible again.

VII. Executive Session -

- A. Personnel Matters