

**Meeting of the Neighborhood Co-op Board of Directors
Tuesday, December 4, 2018, at the Neighborhood Co-op Community Room
1815 W. Main Street, Carbondale, IL 62901**

On December 4, 2018, the Board of Directors of this corporation met in the community room of the Neighborhood Co-op. The business portion of this corporation began at 5:58 pm.

1. Board members present: Jak Tichenor, Mary Avery, Margaret Anderson, Kristy Bender, Richard Thomas, Susan Barry, Barbara James, and Leslie Duram
2. Board members absent: Lauren Bonner
3. Officers present: Richard Thomas (Chair), Kristy Bender (Vice-Chair), Susan Barry (Treasurer), Francis Murphy (General Manager) and Wendell Pohlman (Secretary)
4. Officers absent: None
5. Guests: none
6. Since a majority of the Board members were present, a quorum was met.

A. Introduction Facilitator – Trish Wright

1. Mission Statement - Barbara
2. Assign Roles
 - a. Scribe - Susan
 - b. Time keeper - Trish
3. Review Agenda
 - a. Add to New Business: GM Evaluation Committee Update
 - b. Pull the following Consent Agenda items to New Business
 - i. C.1 GM Reports
 - ii. B.1 Staff Treatment & Compensation (including staff satisfaction survey)
4. Previous Meeting Minutes - **Approved**
5. Owner Comment Section
6. Distribution of Board Compensation

B. Committee Reports

Standing Committee

1. Policy Development & Finance Committee - *Susan*
 - a. Wendell has gone through and formatted the Procedures manual so far but there is more work for the Committee to do.
2. Boardlink Committee – *Margaret*
 - a. Michael Hatfield spoke about mushrooms on November 5th and was well received
 - b. Jill Rendleman is scheduled for February 11, 2019 and will present about Organic farming, not saving your seeds, as previously mentioned. The committee is waiting for confirmation on the date from Ms. Rendleman
 - c. At the Annual Owners Weekend
 - i. 58 people took the survey

- ii. Working on compiling the data from the survey
- 3. Board Development Committee - *Kristy*
 - a. Election Procedure document is finished for the Procedures Manual and was posted today, Dec 4, 2018
 - i. It will be added to the Procedures Manual being compiled by the Policy Development & Finance committee
 - b. In regards to Board Member applications:
 - i. Four applications have been submitted
 - ii. There has been a question about clarifying the language on the application; which states that to be in good standing you cannot be related to someone on the Board.
 - iii. There is nothing in the Bylaws that states it is an issue
 - iv. There was discussion about the this issue
 - v. Francis suggested the Board talk with Leslie Watson about this situation

C. Consent Agenda – **Approved**

- 1. Treasurer Oversight Report (November) – moved to January 2019 agenda
- 2. B3 Financial Conditions
- 3. D5 Officer’s Roles
- 4. D4 Director’s Code of Conduct – Internal
- 5. Morsel Article abstract/summary is due from Jak for the December issue

D. New Business

- 1. Discussion: GM Evaluation Committee met Nov 12th at Longbranch Cafe
 - a. They are prepared with their information. When the Board receives the Ends report in January, they will be ready to present.
- 2. GM Report
 - a. Mary has a question about the Credit Card Terminal Fraud.
 - i. Francis said Shannon found the issue
 - ii. Francis explained how funneling money through Coop’s old POS system terminal numbers happened
 - iii. The issue has been resolved
 - b. Richard asked if the fresh turkeys sold well, verses the frozen. Francis, said yes, and the unsold fresh turkeys were immediately put in the freezer to then sell frozen.
- 3. B1 Staff Treatment & Compensation (including staff satisfaction survey)
 - a. Mary has some questions
 - i. Did you get written comments? No, Sara’s report did not contain
 - ii. She categorized the staff comments. Less positive in 2018 than 2017
 - iii. What is your (Francis) take on the survey?

1. Francis is disappointment with the results. He was surprised by it. He asked the managers if there was something he didn't know of, with an answer of no.
 2. The simple answer is he doesn't know why the results were lower this year than last. Results are inconsistent because employees seem happy, so the results were surprising.
 3. Was it wages? The Board suggested looking into Kroger and Schnucks wages for comparison.
- b. Barbara asked what the benefits percentage is? A 1/3 of the wages are benefits package, so 18% wages and salaries and another 1/3 = 24% total benefits package.
 - c. Jak said over the next couple of months the \$15 per hour minimum wage will go to effect because it was a campaign pledge of governor-elect JW Pritzker.
4. Discussion: Chair's Annual Report in Morsel –*Richard*
 - a. Richard will be writing it in the next week or so.
 - b. Actually he has a month to present it
5. Discussion: Board Retreat wash-up - *Richard*
 - a. What we got out of the retreat?
 - i. We need to try to grow number of owners
 - b. What is the job of Board? Is it to reach out to the community, or is it the Coop's job to reach out to the community?
 - c. Jak, said we are trying not to be all things to all people, and we are running a business. We are trying to find a happy a balance.
 - d. Susan, we haven't explored where we (The Coop) fit in the community yet.
 - e. Leslie, relayed that we have a 5 county community not just Carbondale
 - f. Can we do a survey asking people directly why they are not owners?
 - i. How do we convert 43% of our customers to owners? That percentage has not moved in 12 years.
 - ii. Who are those 43%?
 - g. Susan, what are the benefits of Coop? Goodie box...
 - i. Could we offer a rebate or other incentive? That is the prospect of patronage dividends.
 - ii. SIU and John A Logan students get a 10% discount with no ownership.
 - h. Leslie, buying a share \$100, why do we care if they are member or not because they are still spending money here?
 - i. Susan, who is our community? How do we position ourselves in the said community?
 - j. Kristy, Leslie Watson, mentioned opening up Board education presentations to the community, so the Coop is learning along side the

community members. What are we getting out of the Board Education presentation?

- k. Mary, partnering with another community group with similar interests would educate the Board and the Community, with a facilitator to help.
 - i. For example: Carbondale Community Arts
- l. Leslie says Coop needs a clear goal of what the Board needs to do.
- m. Ask the CPA to give a presentation on patronage dividends – TASK
- n. Susan we need to continue our generative discussions – TASK
- o. Trish suggested talking about the Boards goals and what information are you looking for from this information?
- p. What things keep Francis up at night? Richard asked
 - i. Francis responded, Thank you for that question. Most of his concerns are what is the state of our State's economy and SIUC enrollment.
- q. Francis suggestion- Board Development talk with the CPA firm because they are the true experts about patronage dividends.

E. Announcements

- 1. Trish and Aaron invite the Board to a Holiday party
On Friday Dec 21st 6pm party at their home
- 2. Next Meeting: Tuesday, January 22, 2019
- 3. Monitoring Report:
 - a. A. Ends
 - b. B2 Planning & Financial Budgeting
 - c. Board Self Assessment
 - d. Treasurer Oversight Report (November 2018 report) moved to January
- 3. Facilitator: Trish Wright
- 4. Items that did not fit earlier

F. Closing

- 1. Review Decisions
- 2. Review Tasks
 - a. TASK - Board Development, ask the CPA to talk about patronage dividends
 - b. TASK – add a Generative discussion to the agenda
- 3. Evaluation of Meeting
 - a. Leslie Watson had a list of questions for the evaluation of the retreat and the Board would like to get that list for this section of the Board meeting.
 - b. Trish offered to be the person asking the questions
- 4. Evaluation of Board activities between meetings
 - a. AOW - the turkeys were impressive
 - b. It was great for the Board to have a point person from the Coop during the AOW
 - c. Nina and Chris did a great job with their display
- 5. Adjourn - 7:20pm

G. Parking Lot

1. Further exploration of what to do with the information from Leslie Watson regarding 3 recommended co-ops where the economic driver is something other than education level.
2. Review our 2025 Vision
3. With the new information from NCG 2017 report the Board needs to review Strategic Plan. The Board states the “Ends” and the GM is responsible to achieve those “Ends”.

EXECUTIVE SESSION was held