

**Meeting of the Neighborhood Co-op Board of Directors  
Tuesday, February 26, 2019 at the Neighborhood Co-op Community Room  
1815 W. Main Street, Carbondale, IL 62901**

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On February 26, 2019, 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 6:01 pm.

1. Board members present: Mary Avery, Susan Barry, Kristy Bender, Lauren Bonner, Leslie Duram, Barbara James, Richard Thomas and Jak Tichenor
2. Board members absent: Margaret Anderson
3. Officers present: Richard Thomas (Chair), Kristy Bender (Vice-Chair), Francis Murphy (General Manager), Susan Barry (Treasurer) 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 – Leslie Duram

1. Mission Statement- Kristy
2. Assign Roles
  - a. Time keeper - Leslie
  - b. Scribe - Susan
3. Review Agenda
  - a. Add – Francis Revolving loan proposal
  - b. B.3 Barbara has a couple questions 2018 Financial statements
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. The Procedures document is being finalized.
  - b. They will have it ready for the next meeting.
2. Boardlink Committee – *Leslie*
  - a. Jill Rendleman, of All Seasons Farms in Cobden, presented on Organic Farming, Feb 11, 2019 in the Community Room at the Co-op. It was a success!
    - i. It was very well attended with varying ages in the audience
    - ii. She gave a good presentation
    - iii. Gave out free veggies
    - iv. There is a link to her presentation on the Co-op's website under Ownership:  
<https://www.neighborhood.coop/ownership>

3. Board Development Committee - *Kristy*
  - a. They have not met since that last meeting
  - b. Kristy has reviewed the candidate's materials for the upcoming election for the Annual Owners report that was going out for publication.

#### C. Consent Agenda

1. Treasurer Oversight Report
3. C1-4 Board – General Manager Relationship
4. D7 Governance Investment

#### D. New Business

1. GM Report
  - a. Barbara's question is what is "paid in owner equity"?
    - i. It is the amount of money owners have paid to join the Co-op
    - ii. When the Co-op started Mod Tucker (sp) loaned \$10,000 to start it
    - iii. 1990 the Co-op became Not for profit, that \$10,00 was worth \$23,234 and will always remain capital
2. B3 Financial Conditions
  - a. B-3 – qualified opinion from our CPA
    - i. Can we find someone local? Francis called around but none were interested in helping
    - ii. Inventory represents such a large % of our assets
    - iii. 4x a year inventory is done; they have been doing it the same way for decades now
    - iv. CPA's err on the side of caution
    - v. Never had a CPA observed a inventory
    - vi. Recently started tracking shrinkage last month with a known shrinkage of 2% of sales
  - b. Baggers are need this weekend for Owner Appreciation Weekend 10 – 12pm and 11-2 pm
    - i. Susan, Richard, Barbara, Leslie
  - c. Mary mentioned that "The HOT Spot" in the store is great
3. Morsel Article draft/abstract due to the Board February 20, 2019
  - a. Leslie Duram is authoring - *Sustainable Diet*
4. Discussion: Possible dates for summer retreat – *Richard*
  - a. Spoke with Leslie Watson last week and would like to get it back to a summer date.
  - b. Should we do a Doodle poll for Dates?
  - c. TASK - Richard will create a Doodle poll for a Board retreat date
5. Explanation and Proposal: Revolving Door loan - *Francis*
  - a. On February 25, 2019 Francis posted on Basecamp about the Board adopting the resolution of the Co-op's Revolving Loan Fund (RLF) it has with the City of Carbondale

- b. Richard - when are you paying off the loan? Francis would sign the new loan papers and then immediately write a check to pay it off
  - a. The Board **Approved** the adopted resolution
- 6. Discussion: Carbondale Spring – *Francis*
  - a. On February 25, 2019 Francis posted on Basecamp that Nick Smaligo, of the Carbondale Solidarity Network sent “an ambitious plan to transform Carbondale” titled Carbondale Spring.
  - b. Nick Smaligo has asked the Co-op to endorse this proposal and offered to make a presentation to the board.
  - c. Proposal – Thank you for sending for proposal. We the Board as a matter of policy cannot indorse your proposal. Guest speakers are welcome to speak for 10 minutes prior our Board meetings. The Board will not comment or provide feedback, as is our policy. Our next meeting is Next Meeting: Tuesday, March 26, 2019 6pm. – Francis - **Approved**

#### E. Announcements

- 1. Next Meeting: Tuesday, March 26, 2019
- 2. Monitoring Report:
  - a. GM Report
  - a. B6 Emergency GM Succession
  - b. D6 Board Committee Principles
- 3. Facilitator: Leslie Durham
- 4. Items that did not fit earlier
  - a. Barbara thinks the article “Farm to Table” in Life & Style is a great start but wanted to know if someone, or the Coop, could go even further with it and expand on it. The Board said as a private citizen she could pursue it.
  - b. Susan cannot be at the next meeting
  - c. Jak said Dr. Dunn is interested in, and wants to speak to the Board and hopefully in May he will be able to join us

#### F. Closing

- 2. Review Decisions
  - a. The Board adopted the resolution of the Co-op’s Revolving Loan Fund (RLF)
  - b. Approved the Board’s response to Nick Smaligo of Carbondale Solidarity Network in regards to *Carbondale Spring*
- 2. Review Tasks
  - a. TASK - Richard will create a Doodle poll for a Board retreat date
- 3. Evaluation of Meeting
  - a. Did everyone get to speak who wanted to speak to a particular issue?  
- We had a good discussion.
  - b. Have we heard the opinion that challenges the wisdom of the day on this issue?

- c. Have all opinions been heard--especially those not present in the room?
4. Evaluation of Board activities between meetings
5. Adjourn – 7:15pm

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