

**SEVANANDA NATURAL FOOD**  
**REGULAR BOARD OF DIRECTORS MEETING**  
**Tuesday, July 21<sup>st</sup> 2015**  
*Approved Tuesday, August 18<sup>th</sup> 2015*

*Call to order 6:40pm*

**Present Board Members:** *Adriene "Chi Ma'at" Dilworth, Sharon Mack, Brian Sherman, Quanda Stroud, Debra Bonaparte, Raj Mehta, Ntianu Alghanee and Jed Davis*

**Absent:** Tim O'Donnell

**Non-Board:** *Gary Hilliard, General Manager and Carolyn Morris, Board Administrator*

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**BUSINESS:** Board President called meeting to order at 6:40pm

Board President reviewed the agenda.

**Approving the Minutes:** Minutes were tabled until August 2015 Meeting.

**Election of Officers:** Board elections for Vice President. Raj Mehta, and Debra Bonaparte are running for the office of Vice President. Each candidate was given 2-minutes to make a statement of interest for the officer of Vice President. \_Vote was taken by ballot. Gary Hilliard, GM counted the votes and the results were as follows: Debra Bonaparte 5; and Raj 3-votes. Debra Bonaparte is the new Vice President of the Board of Directors.

**Board In-Store Tabling:** The board President created a sign-up sheet for each Board Member to sign up for tabling shifts. Staff members who are board members will not table, as it conflicts with their staff position. When they table as Board Members, they are asked to do staff duties, and this is a conflict. The board face is the same as the staff face—it creates a conflict.

**Review CBLD 101:** Board members are going to begin having a training topic each month out of the Co-op 101 Booklet. Each board member will volunteer to present on a specific topic each month.

**GM FYI Report**

- ✓ Accounting Department just closed the second quarter of the year. We are still profitable.
- ✓ Sevananda is \$300,000 above last year. We continue to be challenged by the Gross Profit Margin – we are in the 30% profit range and are aiming for 40% profit.
- ✓ We replaced A/C Unit at a cost of \$15,500 without any financing. We anticipate that the second unit will need to be replaced in the near future, and we may have to finance that purchase.
- ✓ New display tables on store floor one in Wellness, Produce, and across from Deli (Gluten Free).
- ✓ We are pursuing a new scale system for weighing deli products. Looking at \$12,000, want to get without financing.
- ✓ Emerald Data has been IT Consultants for past 5-years. We are negotiating a new contract with Emerald Data where we pay \$550 a month to continue managing network.
- ✓ Bulk Grocery is down from last year by 20% and we are moving to pre-packing some bulk items.

*Note: We have to find new distributors in addition to UNFI. Acknowledging we have more flexibility, and there are other distributors we need to investigate. For example, Fresh Point, Royal, and others.*

## GM Monitoring Reports

The Product Policy Committee is a Board Committee. Proposed board members: Sharon Mack, serving as Chair and other board members, Brian Sherman, and Jed Davis. Adhoc members may include: Staff member Ano Dennis, and Owners, Ms. J. Crawford and Mr. Wanique Shabazz.

**POLICY NUMBER: II-9 1.d** reads *"d. The Product Policy Committee, which routinely surveys store products for compliance with board stated product priorities. The Product Policy Committee also assures that changes to board stated product priorities are based solely on their survey of member owners."*

A product policy committee has to have regular meetings to communicate. Need a tool or vehicle to gather information about products. Surveys, and other tools can be used.

Jed motioned to accept proposed committee structure as stated above. Motion was properly seconded by Sharon Mack; and there were 7 – votes in favor:

YES: Adriene "Chi" Ma'at

YES: Sharon Mack

YES: Ntianu Alghanee

YES: Raj Mehta

YES: Debra Bonaparte

YES: Jed Davis

YES: Quanda Stroud

ABSTENSION: *Brian Sherman, who stated the reason was because of inconsistencies of board's policy as stated in POLICY NUMBER: III-6 and the monitoring report that used an unsourced document of Sevananda's website.*

*Jed Davis motioned if there is no consensus we no longer delay the issue to the next meeting we immediately go straight to super majority voting of 2/3 of present quorum of board members;* motion was properly seconded by Raj Mehta.

OPPOSED: Debra Bonaparte opposed (*because of 2/3 majority caveat*)

OPPOSED: Brian Sherman

YES: Quanda Stroud

YES: Sharon Mack

YES: Raj Mehta

YES: Adriene "Chi" Ma'at,

YES: Ntianu Alghanee

YES: Jed Davis

CDS Consultant Leslie Watson, who was attending via Skype consulted with the board at this point. A clarifying question was asked if the board could take a re-vote during the same meeting. Ms. Watson confirmed that this was possible and a re-vote was retaken.

Jed Davis motioned that board move to super majority voting or 66% of directors present at the meeting and waive consensus voting all together. The motion was properly seconded by Raj Mehta and three opposed, one abstentions and four in favor. Vote did not carry.

OPPOSED: Adriene "Chi" Ma'at


OPPOSED: Debra Bonaparte  
OPPOSED: Brian Sherman  
ABSTENSION: Ntianu Alghanee  
YES: Raj Mehta  
YES: Sharon Mack  
YES: Quanda Stroud  
YES: Jed Davis


The board will bring this exact same motion to the next meeting (August 18<sup>th</sup> 2015) and vote again with  $\frac{3}{4}$  majority to change the policy.

Items that go to next meeting August 2015:

CBLD 101 – Sharon in August  
Board Retreat 2015 some of the topics at the retreat:  
Ethics

Meeting called at 9:05 pm

  
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Adriene "Chi Ma'at" Dilworth, Secretary

  
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Date