

**SEVANANDA NATURAL FOOD
REGULAR BOARD OF DIRECTORS MEETING
Tuesday, October 20th 2015**

Call to order 7:48pm

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

Absent:

Non-Board: *Gary Hilliard, General Manager, Sharnita Benton, Wanique Shabazz (and son), Sharlise Lowe, Sonia Nilsen & Carolyn Morris, (Board Admin)*

BUSINESS: Board President called meeting to order at 7:48pm

Member Comments:

- Sonia Nilsen, Wellness Manager, addressed board of directors in support of General Manager, Gary Hilliard.
- Sharlise Lowe, Owner and also Member Services and Marketing Manager addressed the board in support of Gary Hilliard, GM.
- Wanique Shabazz, Owner and Former Board Member, commented to the board the importance of Member Linkage and the process of following the bylaws, and policy governance.

Agenda Review:

- Tim O'Donnell motioned to move Policy Discussion to November agenda in favor of having more time. Debra Bonaparte seconded the motion—all board members voted in favor.
- Quanda Stroud, Board President motioned that board accept agenda as is. Sharon Mack seconded the motion, and all board members voted in favor of accepting the agenda.

Approving the Minutes:

- Board reviewed minutes, and clarified tabling schedule and corrections were made. Quanda Stroud, Board President motioned to accept August 2015 Minutes with changes made, Tim O'Donnell seconded the motion. All board members voted in favor of approval of August 2015 Minutes. Minutes are accepted.
- Quanda Stroud, Board President motioned to accept September 2015 Board Minutes, Debra Bonaparte seconded. Jed Davis, abstained from the vote stated he did not have enough information to vote. All other board members voted in favor of approval of September 2015 Minutes. Minutes are accepted.

Overview of 2015 Fall Board Retreat

- Leslie gave overview of the 2015 Board Retreat. There was discussion but no decisions.

GM FYI Report

- In Seattle, WA while attending GM Conference, there was a pledge drive for a coop in Aurora, NY, Gary committed \$5,000 on behalf of Sevananda
- NCG is redoing contracts and as a member, and all co-op boards are asked to come up with a membership resolution to present to NCG by the end of the year. Gary will share more with the board on this.
- Reported on replacing hot bar, and plans to create a Capital Forecast that will outline replacement costs
- Turnover rate up, we are currently at 51 staff members and we are working on other talent pools
- Sevananda closed September 2015 books with 9-consecutive quarters of profit
- Employee audit of discount usage

GM Monitoring Report

GM Monitoring report was given with two non-compliances.

3. Make any purchases: (a) wherein normally prudent protection has not been given against conflict of interest or, (b) of any non-retail purchase (i) of over \$1500 without having obtained comparative prices and quality; (ii) or over \$10,000 without assuring the balance of long-term cost and quality, (iii) make any capital expenditure of \$15,000 or more not in the capital budget without board approval. Orders shall not be split to avoid these criteria.

OPERATIONAL DEFINITION/INTERPRETATION:

GM should follow the purchase guidelines and make sure to compare prices and stick to capital budget or get board approval for items not in capital budget.

DATA:

GM stayed within purchase guidelines on most occasions. There was a capital budget in place for 2015. There was a new AC unit that was purchased for 15,500. Although the board was aware, not sure if proper approval was given and documented.

Non-COMPLIANCE

5. Subject building and equipment to improper wear and tear or insufficient maintenance.

OPERATIONAL DEFINITION/INTERPRETATION:

GM will keep adequate maintenance on building and equipment manage wear and tear.

DATA: The building is functional but because of financial limits proper maintenance of the building has not been at a preferred level, including parking lot, roof, floors, equipment, and ceiling tiles.

Non-COMPLIANCE

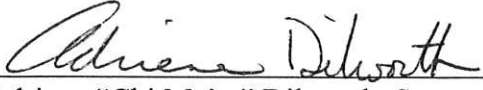
Board member, Sharon Mack requested a lists of licenses and when they expire be compiled. GM noted he will work on this.

AUDIT UPDATE

The board of directors had an official meeting with the Wegner Auditors on Thursday, October 15th –Auditors: Audrey Griffin, and Bruce. Several board members were unable to make the call. Therefore, Gary Hilliard, GM recapped highlights from the Audit Call for those members in attendance at the October 2015 Meeting.

Quanda Stroud, Board President, motioned that the board accept the General Manager's Monitoring report, and Tim O'Donnell seconded the motion. All board members voted to accept GM Monitoring Report.

Meeting Adjourned at 9:02pm ~ Board moved into Executive Session



Adriene "Chi Ma'at" Dilworth, Secretary



Date

SEVANANDA NATURAL FOOD
EXECUTIVE SESSION
Tuesday, October 20th 2015

Call to order 9:15pm

Present Board Members: *Adriene "Chi Ma'at" Dilworth, Sharon Mack, Quanda Stroud, Raj Mehta, and Tim O'Donnell*

EXECUTIVE SESSION:

GM Task Force Committee: *Adriene "Chi Ma'at" Dilworth, Sharon Mack, and Raj Mehta*


- Sharon Mack reported on the GM Task Force recommendations. Board members present reviewed new GM Contract.

The Executive Board discussed having an ongoing culture of appreciation, and Gary's legacy.

Leslie suggests Newsletter article about Gary and the store turnaround

Sharon Mack made motion to accept the GM Contract committee and evaluation as designated by the Task Force, and motion was properly seconded by Tim O'Donnell and everyone present voted in favor: Tim O'Donnell, Quanda Stroud, Raj Mehta, Adriene "Chi Ma'at" Dilworth, and Sharon Mack.

Meeting Adjourned at 9:40pm


Adriene "Chi Ma'at" Dilworth, Secretary


Date