

**SEVANANDA NATURAL FOOD
REGULAR BOARD OF DIRECTORS MEETING
Tuesday, December 15th 2015**

Call to order 6:45pm

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

Non-Board: *Carolyn Morris, Board Admin, Leslie Watson via Skype*

BUSINESS: Board President called meeting to order at 6:45pm

Member Comments:

- Eva Marie Stong, Owner commented to board: Ms. Stong raised concerned about employees not getting paid for the time the film shoot is taking place. Stating that many employees are living pay-check-to-check, and that the first negotiation needed to have been for employee compensation. Ms. Stong noted that the General Manager has encouraged team members to use their PTO hours for the shoot.

NOTE: Sevananda Natural Foods will offer Christmas Hours to employees: Full-time employees will receive a 4-hour Christmas Bonus; Part-Timers 2-hour Christmas Bonus plus \$50. This is for the store being closed on Christmas Day and does not account for the normal compensation of the Film Shoot of December 16th 2015.

Agenda Review & Approval

Sharon Mack moved that the board accept the agenda. Quanda added to the motion that agenda be accepted with the following exception:

- No GM Monitoring Report, as the GM is away due to emergency.
- Also an addendum to the agenda of the following: Board Elections Packet be added as an agenda item.

Tim O'Donnell seconded the motion and the full board voted in favor of the motion.

Board will vote on GM Monitoring Reports from November, December, and January at the next meeting (January 19th 2016).

Board Minutes Approval for November 17th 2015:

Board reviewed November 17th Minutes and Raj motioned that minutes be accepted with corrections. Board member, Tim O'Donnell seconded the motion and all board members voted in favor.

Board member, Sharon Mack raised the question if the board is obligated to respond to Member Comments that are shared during the Member Comment Period. CDS Consultant, Leslie Watson suggested that the board look at possible process for responding and has a set of guidelines based on best practices by other co-ops that she will share with Sevananda Board of Directors.

Board spent extensive time reviewing the following policy with no decisions and no votes taken.

COMMUNICATION AND SUPPORT TO THE BOARD
POLICY: III-12

Board President Shared with Board Recommendations for New Candidate Application:

Board president shared process that she did a review of Seattle Co-op, Bloomington Co-op, Wheatsville Co-op, The People's Co-op and Grass Valley Co-op. She reviewed these co-op's Candidate Applications to gain insights into the design of a New Sevananda Candidate Application.

The proposed new board candidate application will have more requirements to include but not be limited to:

- ✓ Resume will be required for new board candidates
- ✓ Include Ends Statement on front of application
- ✓ *Board Member Ntianu Alghanee suggested that more emphasis be placed on membership and less on money, money, money—we need to get back to why Sevananda exist.*
- ✓ Completed application with references
- ✓ Written statement of intent and interest
- ✓ Community Service Experience
- ✓ Attend an Elections Committee Interview
- ✓ Board Orientation for Candidates -- mandatory
- ✓ Attend at least one meeting of the Board of Elections -- mandatory
- ✓ Attend Meet the Candidate Forum (must show up) -- mandatory
- ✓ Participate in one in-store tabling prior to election – mandatory
- ✓ Employees cannot be elected to the board for a full term of three years following termination or involuntary termination
- ✓ The board has a fiduciary responsibility to all Owners of the co-op
- ✓ Attend all board of directors training and retreats (additional expectation)
- ✓ Attend annual member meeting
- ✓ Attend all board meetings
- ✓ Serve on board committee
- ✓ Submit one article within three-years to Co-options

Additional Expectations:

Ability to see implications beyond a specific decision

Ability to make decisions in the best interest of Sevananda over personal values

Ability to read a financial statement / also under orientation

Ability to respect and work cooperatively with other board members

Community and group process skills – ability to make decision in a group setting

Professional attitude and ability to maintain confidentiality

Time commitment averaging 15 – 20 hours per month

Understand commitment based on job description

Exercise common sense and good judgment in decision-making

Make sure co-op stays within the guidelines of being a cooperative business consistent with Sevananda's mission

Work to increase Ownership

Make unbiased and strategic decisions

Understand that Sevananda is distinct from other organizations

CDS Consultant recommended that board put the Ends Policy right up front

Candidates must have at least three of the following:

- ✓ Business Experience retail or wholesales
- ✓ Experienced with multi-faceted organization
- ✓ Financial skills budget analysis with major financial decisions
- ✓ Generating profitability
- ✓ Writing and interpreting policies and bylaws
- ✓ Labor and community constituents experience
- ✓ Leadership and facilities skills
- ✓ Marketing and public relations
- ✓ Natural foods and nutrition
- ✓ Co-op experience movement philosophy
- ✓ Previous board experience
- ✓ Grocery and industry
- ✓ Capital campaign and funds development experience on the Internet

Proposed additional to Code of Conduct Policy

CDS Consultant, Leslie Watson recommended that board put in Code of Conduct about conflict of interest to serve on board if they have been terminated; must wait three-years see Policy 2.7 – 2

Bring goals for committee work for 2016 to January 19th Meeting.

Meeting Adjourned at 9:22 pm



Adriene "Chi Ma'at" Dilworth, Secretary



Date