



**SEVANANDA NATURAL FOOD  
SPECIAL CALL BOARD MEETING  
Tuesday, February 6<sup>th</sup> 2018**

**Board Members Present:** Pearletta Graves, A “Chi Ma’at” Dilworth, Wanique Shabazz, Adama Alaji, Raj Mehta, Jessica McMorris.

Mason West 6:40-9:00pm present, then 9:03PM via conference line.

Jim Williamson (6:58pm)

**Board Members Absent:** Tracy Dornelly

**Non-Board:** Cheranna Dottin (Board Admin)

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**BUSINESS:** Board President Wanique Shabazz called meeting to order at 6:40pm. Quorum was met.

A “Chi Ma’at” Dilworth motions to approve the agenda with the additions.

2<sup>nd</sup>: Adama Alaji.

Votes Taken:

Pearletta Graves- Yes.

A “Chi Ma’at” Dilworth-Yes.

Wanique Shabazz-Yes.

Adama Alaji-Yes.

Raj Mehta-Yes

Jessica McMorris-Yes

Mason West-Yes

***-Motion Carried***

**(A) Discussion, Approve, and Vote on Policy Changes**

**Make the Elections committee a standing committee.**

Policy 2-9 currently states:

“Standing committees address continual tasks and exist until dissolved by the board. Ad hoc committees address one-time tasks and cease to exist upon their completion.”

Jessica McMorris motions to include the elections committee as a standing committee.

2<sup>nd</sup>: Mason West.

Votes Taken:

Pearletta Graves- Yes.

A “Chi Ma’at” Dilworth-Yes.

Wanique Shabazz-Yes.

Adama Alaji-Yes.

Raj Mehta-Yes.

Jessica McMorris-Yes.

Mason West-Yes.

***-Motion Carried.***

**Minimum criteria/ qualifications for BOD Candidates.**

Jessica expresses that in the 2017 elections candidate packet the candidates were required to submit specific items and answer designated questions. The only criteria was for the candidate to submit a completed packet. There was no rubric created for what was considered qualified verses not qualified. Adama interjects that with the information submitted, the Board usually evaluates what the person’s contributions to the community are as well as to Sevananda. Also, how their contribution and desire can impact and improve the community experience as well. The applications are a great filtering process. Pearletta thinks the questions asked in the candidate packet was sufficient because they

were all in relation to what Sevananda is about and the job the person will be taking on as a Board Director. Jessica believes it would be a good idea to compile the answers to the questions asked in the candidate application and make it available at the Candidate Meet and Greet and on Sevananda's website for Owners to review. In addition, Jessica states the criteria needs to include a minimum of two written references to be submitted on behalf of each candidate and made available to member owners as well. She also recommends the background check be of the same criteria of Sevananda's Human Resources when hiring staff.

Adama motions that in order to facilitate the elections process in being more thorough, the candidate information needs to be made public. The record would include candidate information minus their personal information.

2<sup>nd</sup>: A "Chi Ma'at" Dilworth.

Votes Taken:

Pearletta Graves- Yes.

A "Chi Ma'at" Dilworth-Yes.

Wanique Shabazz-Yes.

Adama Alaji-Yes.

Jim Williamson- Yes.

Raj Mehta- Abstained.

Jessica McMorris- Abstained.

Mason West-Abstained.

***-Motion Carried.***

**(B) Discussion, Approve, and Vote on Bylaw Changes.**

For confidentiality and conflict of interest purposes, the Board discusses amending Policy 2-1 which states:

"Section II: Officers and Board of Directors

2.1 Any member may be elected a director but no more than three (3) board seats may be occupied by staff members. Any Director who changes categories may remain on the Board of Directors if such change does not upset this balance between staff persons and

general membership persons. If such category does upset this balance the member will be automatically removed from the Board of Directors.”

If a staff person who is interested in getting involved with the Board may do so by joining a Board ran committee. Also, having a staff liaison would a cumulative voice from the staff to the Board. The Board plans to discuss this idea with General Manager, Ahzjah Simons to explore having a position between Board and staff that will facilitate and maintain the connectedness.

Pearletta motions that bylaw 2-1 be amended to read “Any member who is not a current employee of the co-op is eligible to be elected as a director. Any director who becomes employed with the co-op consequently is ineligible and therefore must immediately resign from the Board of Directors.”

2<sup>nd</sup>: Adama Alaji.

Votes Taken:

Pearletta Graves- Yes.

A “Chi Ma’at” Dilworth-Yes.

Wanique Shabazz-Yes.

Adama Alaji-Yes.

Jim Williamson- Abstained.

Raj Mehta- Abstained.

Jessica McMorris- Abstained.

Mason West- Yes.

***-Motion Carried.***

**(1) Minimum/ Maximum number of votes.**

Based on previous challenges to meet the quorum number in previous year elections, the Board discusses amending bylaw 4.6 which reads:

“Section IV: Member Meetings, Decisions, and Voting

4.6 Quorum: For any vote of the members, a quorum necessary for decision-making shall be ten percent (10%) of the first 100 members plus five percent (5%) of additional members not to exceed 200 members.”

This will be to change the quorum for any decision made by Member Owners. Jim recommends a yearly check-in and information update online or through the website to assure that the number of Owners in the database is still accurate. Within three to five years, if an owner has not checked it, they will not be counted towards the quorum. Mason recommends adjusting the percentage of the Owners needed to form the quorum number. Jessica proposes removing the maximum number for voting and making the minimum number 3% of the number of Member Owners on the roster from a set date based on 2017 voting numbers.

Adama motions that Bylaw 4.6 on quorum state the following:

“Quorum: For any vote of the members, a quorum necessary for decision making shall be 3% of the member/ owners with no restriction on maximum number of votes counted.”

2<sup>nd</sup>: Pearletta Graves.

Votes Taken:

Pearletta Graves- Yes.

A “Chi Ma’at” Dilworth-Yes.

Wanique Shabazz-Yes.

Adama Alaji-Yes.

Jim Williamson- Abstained.

Raj Mehta- Abstained.

Jessica McMorris- Abstained.

Mason West- Yes.

***-Motion Carried.***

## **(2) Change in term limits.**

*Discussion regarding change in term limits. Item to be revisited.*

## **Board Retreat.**

In a previous Board meeting, the board decided that they would conduct a Board retreat in the first quarter of the year. Jessica has been researching and gathering information doing price comparisons in order to plan the retreat. She found a location in St Augustine, Florida that would serve the Board's needs. Marywood retreat and conference center that is operated by the Catholic Diocese of St Augustine is her recommended location. Jessica informs the Board of the pricing along with room and board accommodations as well as the locations amenities. Accommodations regarding the Boards dietary restrictions will also be taken in to consideration by the locations private chef. As far as facilitation, Jessica recommends Thane Joyal from CDS based on feedback from Ever'man Co-op and GM/CD Ahzjah Simons. Marywood is also open to allowing an outside source to come and do group development activities. Wanique thanks Jessica for her diligence and research and recommends she looks at pricing for Cherokee Retreat Center in White, Georgia. Once Jessica gets the pricing on this retreat she will email a price comparison to the Board to decide as a collective on location and dates.

Adama Alaji motions to adjourn the meeting.

2<sup>nd</sup>: Raj Mehta.

Votes Taken:

Pearletta Graves- Yes.

A "Chi Ma'at" Dilworth-Yes.

Wanique Shabazz-Yes.

Adama Alaji-Yes.

Jim Williamson- Yes.

Raj Mehta- Yes.

Jessica McMorris- Yes.

Mason West- Yes.

*-Motion Carried*

**Meeting adjourned at 9:55**

DocuSigned by:  
a "Chi Ma'at" Dilworth  
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2/23/2018

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Chi Ma'at'Dilworth

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Date

Board Executive Secretary

## February Special Call Meeting Notes

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