



SEVANANDA NATURAL FOOD
REGULAR BOARD MEETING
Tuesday May 18th,2021

Board Members Present: Wanique Shabazz, Jessica McMorris, Jerilyn Bell, Staton Winston, Jasmine Simone, Melissa Fortune and Jessica Roker.

Board Members Absent: None.

Non-Board: Cheranna Dottin (Board Admin) and Ahzjah Simons (Cooperative Director/ General Manager)

Due to COVID-19 and social distancing order the Board decided to meet this month via ZOOM conference video call.

BUSINESS Board President Wanique Shabazz called meeting to order at 6:35PM.

Wanique volunteers to be the cue taker and Jessica Roker be the timekeeper.

Approval of the Agenda

The Board uses the allotted time reviewing the May 2021 agenda adjusting where necessary.

Melissa Fortune motion to move the approve the May 2021 agenda as amended.
2nd: Staton Winston.

Votes Taken:

Jerilyn Bell-Yes.

Jasmine Simone-Yes.

Jessica McMorris-Yes.

Melissa Fortune-Yes.

Wanique Shabazz-Yes.

Jessica Roker- Yes.

Staton Winston- Yes.

-Motion carried.

Approval of the April 2021 Minutes

With efforts to assure the accuracy of the minutes, through review of the recording, the April 2021 minutes will be tabled to June 2021 for approval.

Jasmine Simone motions to table the April 20, 2021, minutes approval to the June 2021 meeting.

2nd: Melissa Fortune.

Votes Taken:

Jerilyn Bell-Yes.

Jasmine Simone-Yes.

Jessica McMorris-Yes.

Melissa Fortune-Yes.

Wanique Shabazz-Yes.

Jessica Rucker- Yes.

Staton Winston- Yes.

-Motion carried.

GM/ Ops Monitoring Report

By Ahzjah Simone.

For the month of May 2021, the GM Monitoring Report is based on both,

Policy III-5 Policy Type: Financial Planning/Budget.

“The General Manager must not operate without annual and multi-year budgets and plans that address intentional and improved Ends accomplishment along with avoidance of fiscal jeopardy.”

Policy III-6 Policy Type: Financial Condition & Activity.

“With respect to the actual ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.”

The GM reports every item in Policy III-5 as “expectations met” except for item #2 and expectations met for every item in Policy III-6 policy as “expectations met” except for items (c) and (e).

Two areas that operations have been watching for the last two years are the debt/income ratio. Based on the quarter 1 report cash is still good but a lot of it was used with PPE, security, etc. Labor is the next higher controllable expense. A tracking report from 2018 is where we start to see the dip in income. The numbers have been moving over the years because the of the coolers breaking first and then COVID. COVID has affected.

Recommendation – keep an eye on sales/expenses until Q4, Q2 is usually slow, and we

ramp back up in Q3. Sevananda's app is going live soon. Operations have been pushing the online services and is currently focusing on opening fully and relaxing the mask policy if possible. Sevananda is working towards the "Herb N Food" plan, partnerships with local herbalist, linking to promote relationships, working with SCAD for interns (HR and marketing (coming soon) and IT (starting now))

Other revenue streams GM is looking into include sale of beer and wine and CBD products as well as having multiple satellite stores.

Treatment of Staff, usually have survey but it will not be started until June so will not be able to report on July.

Regarding the board budget, Ahzjah questions whether they can meet the budget that was approved. Jessica M. responds that the budget was approved, and it was based on the financial conditions of the store, but the budget does not necessarily meet the needs of the board.

Questions to the GM from the Board.

Wanique: How are we moving forward with COVID?

Ahzjah: Survey to the staff was sent out this week to find out what the staff thinks before changing the protocol. 90% of the staff is not vaccinated so she wants to see how vulnerable the staff is to the conditions. So far the results are trending toward holding steady. Once concluded she will send the results to the Board.

Jessica R: Looking forward to moving out of the COVID mandates. Have you been able to get quality new employees?

Ahzjah S: Not really good quality applicants, but this is a trend across the country that is expected to change.

Jessica R: Where are the surveys she requested?

Ahzjah: The data was pulled it just needs to be sent out.

Jessica R: Intern in HR?

Ahzjah: The intern in this position will mostly be doing PowerPoints, onboarding presentations, not getting into personal information or HR specific jobs.

Jessica R: She only has the staff survey from 2018 can she have previous year?

Ahzjah: Yes

Staton: Surveys: Have we done anything to identify who are Sevananda's competitors?

Ahzjah: We see Sprouts, Whole Food, Trader Joes as competitors but they also send people to us.

Staton: How do we match sales that Sprouts, and others do?

Ahzjah: We will match on some products, but we must be strategic on discounts.

Staton: "Out of stock" items, do we have a number on how much?

Ahzjah: Not consistently, but we will never have control over that. Can quantify it but we cannot control. Bringing in interns to work on perpetual inventory program.

Jessica M. is the board budget in process or expectations met?

Ahzjah: It is "in process" until Nov 2021 when it would be naturally occurring.

Jessica M. responds that the budget was approved, and it was created based on conversations with both the GM and accountant about the financial conditions of the store and what was reasonable for the overall store budget, but that the budget does not necessarily meet the needs of the board.

Jessica M. Motion to accept the GM Monitoring Report as submitted with action plans for Item 2 on Policy III-5 and Items (c) and (e) on Policy III-6.

2nd: Melissa Fortune.

Votes Taken:

Jerilyn Bell-Yes.

Jasmine Simone-Yes.

Jessica McMorris-Yes.

Melissa Fortune-Yes.

Wanique Shabazz-Yes.

Jessica Rucker- Yes.

Staton Winston- Yes.

-Motion carried.

See Notes For Details.

Old Business

Policy Governance Training discussion

Jessica McMorris and Mason West who completed Policy Governance Training committed to create training videos for the Board Members.

After completing Module 1:10 Principles of PG training video, the Board discuss viewing the training as an improvement tool for holism, member owner linkage, board retreats, and the ENDS statement. The Board engages in a conversation around board holism and tables this item to the Board retreat for follow up. Next month Module III's topic will be Board Ends. The board discussed Module 2 this month, *Board Holism*, focusing on reviewing the Board Holism section of the Frameworks Document. Jerilyn made a statement about the amount of information in the Frameworks document and proposed including some time in the retreat for more training. Jessica reiterated that this is why the trainings were set up to be live, and that if this were added to the board retreat, the retreat will need to be extended to include more time.

New Business

Appointment of new Board Officers.

Jerilyn Bell resigns as Board secretary. After, the Board discuss having officers or eliminating the positions. Jessica M adds that if officer positions were eliminated that there would need to be a phasing out process to prevent upheaval in the way things are currently managed by board officers. Jessica M. shares that the Carver model only calls for a Chief Governance Officer. Jerilyn Bell points out that Carver speaks to minimalism and boards needs to do what works for their situation. Staton W suggests that eliminating officers would lead to chaos. Jessica R asks whether we are going to fill the empty seats and what does Carver say about that. The bylaws provide a procedure for filling the spot. Wanique S suggests that commitment to taking on roles is a part of the board's responsibility for growth.

Item tabled to special call meeting.

Jessica Rucker motions that the establish the date of meeting by 5/25 and conclude the actual meeting by 6/4 concerning Board officers.

2nd: Melissa Fortune
Votes Taken:
Jerilyn Bell-Yes.
Jasmine Simone-Yes.
Jessica McMorris-Yes.
Melissa Fortune-Yes.
Wanique Shabazz-Yes.
Jessica Rocker- Yes.
Staton Winston- Yes.
-Motion carried.

Committee Reports

Linkage Committee

Linkage Committee chair Jasmine Simone reminds the Board that they need to start working on the 2021 Annual Meeting and if anyone has any suggestions, they should be directed to her.

Elections Committee

As the 2021 elections cycle approach, Jerilyn has reached out to Tracy Dornelly, former Board Vice President/Elections committee chair to get information on the process she created.

Treasurer Report

Jessica McMorris is working towards getting the Q1 financial report to the Board.

Jessica M. makes a Motion to accept all committee and chair reports as submitted.

2nd: Melissa Fortune
Votes Taken:
Jerilyn Bell-Yes.
Jasmine Simone-Yes.
Jessica McMorris-Yes.
Melissa Fortune-Yes.
Wanique Shabazz-Yes.
Jessica Rocker- Yes.
Staton Winston- Yes.
-Motion carried.

Board Self-Assessment

For the month of April 2021, the Board Self-Assessment is based on **Policy II-3: Policy Title: Board Job Description & III-5 Officer Roles**

“Specific job outputs the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.”

1. *The board has a direct responsibility to practice, protect, promote and produce the link between the organization and the ownership, as per the bylaws.*

The Board agrees that they are in process with this item. Action plan tabled to the retreat. They will circle back on this item in October.

2. *The board will produce written governance policies that, at the broadest levels, hold accountable a GM and uses a strategic process to establish the value of GM compensation in accordance with GM contract.*
3. *The board will produce assurance of GM performance and board performance.*

Due to disagreements on the status of both items 1 & 2, Jessica R proposes to send out an email with issues for the board to respond to and requests a 45 min Exec session to discuss the action items.

Policy II-5: Officer Roles

“We will elect officers in order to help us accomplish our jobs.”

The Board acknowledges this policy as “in process” because they are in the middle of discussing this topic. The Board creates an action plan to have duties for the officer’s put together by a special call meeting.

Jessica M motions to accept the Board Self-Assessment on II-3 and II-5 with in process action plans as reported.

2nd: Jerilyn Bell

Votes Taken:

Jerilyn Bell-Yes.

Jasmine Simone-Yes.

Jessica McMorris-Yes.

Melissa Fortune-Yes.

Wanique Shabazz-Yes.

Jessica Rocker- Yes.

Staton Winston- Yes.

-Motion carried.

Jessica M motions to adjourn the May 2021 regular Board meeting.

2nd: Jessica Rocker

Votes Taken:

Jerilyn Bell-Yes.

Jasmine Simone-Yes.

Jessica McMorris-Yes.

Melissa Fortune-Yes.

Wanique Shabazz-Yes.

Jessica Rocker- Yes.

Staton Winston- Yes.

-Motion carried.

Meeting Adjourned at 10:18PM



_____ on behalf of the BOD's
Jerilyn Bell
Board Executive Secretary

9.17.2021
Date

SEVANANDA NATURAL FOOD
REGULAR BOARD MEETING NOTES

Tuesday, May 18, 2021

Board Members Present: Wanique Shabazz, Jessica McMorris, Jerilyn Bell, Staton Winston, Jasmine Simone, Melissa Fortune and Jessica Rocker.

Board Members Absent: None.

Non-Board: Cheranna Dottin (Board Admin) and Ahzjah Simons (Cooperative Director/ General Manager)

Physical copies of each item listed in notes can be provided upon request.

Member Owners Present:

Maria Sangria

Member Owner Comment

Maria Sangria, a member owner, ask for updates on staff situation and the third-party investigation at Sevananda. She also offers herself as a witness.

GM Monitoring Report

May 2021 GM Monitoring Report

Policy III-5 Policy Type: Financial Planning/Budget.

Policy III-6 Policy Type: Financial Condition & Activity.

Q1 Financial Conditions

CapEX 2019-2020

2021-2025 Budget

Committee/Officer Report

Board Self-Assessment

Policy II-3: Policy Title: Board Job Description

III-5 Policy Title: Officer Roles