



## SEVANANDA NATURAL FOODS MARKET

### REGULAR BOARD MEETING

Tuesday April 23rd, 2024

**Board Members Present:** Board President Jessica McMorris, Board Vice President Edith Love,

Board Co Secretary Gerard Boyd, Board Member L'Angela Lee, Board Member Nadia Giordani, Board Member Beverly Perkins and Board Member Gregory Daniels.

**Board Members Absent:** Board Treasurer Dr. June Chennault.

**Non-Board:** Chris Roland (General Manager) Cheranna Dottin (Board Admin)

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**Timekeeper:** Nadia Giordani

**Cue taker:** Jessica McMorris.

#### **Call to Order/Welcome/Roll Call**

Board President Jessica McMorris called meeting to order at **6:40 PM EST**. She greets everyone in attendance.

#### **Co-op Principles and ENDS Statement**

Both the Co-op Principles and ENDS Statement are read into the record.

#### **Approval of the Agenda**

The Board uses the allotted time reviewing the April 2024 agenda.

Gerard Boyd motions to approve the April 2024 regular Board meeting agenda as submitted with edits.

2<sup>nd</sup>: L'Angela Lee

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L'Angela Lee-Yes.

Nadia Giordani-Yes.

Beverly Perkins-Yes.

Gregory Daniels-Yes.

**Motion carried.**

#### **Approval of January 2024 Minutes.**

Gerard Boyd motions to approve the February 2024 meeting minutes with edits submitted by email.

2<sup>nd</sup>: Edith Love

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L'Angela Lee- Abstain

Nadia Giordani- Abstain  
Beverly Perkins- Abstain  
Gregory Daniels-Abstain  
*Motion carried.*

### **Purchase/ Repurchase of Shares**

General Manager Chris Roland reports 83 new Owners for the month of February/ March 2024. As per repurchase of shares there were (2) members, George Jenkin's and Keene Shipmon who both requested that their membership be terminated due to financial hardship. The general manager does not see returning this person's funds as a detriment to the Co-op.

Nadia Giordani motions to repurchase the (2) owner shares at \$120.00 each.

2<sup>nd</sup>: Edith Love

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L'Angela Lee- Yes.

Nadia Giordani- Yes.

Beverly Perkins- Yes.

Gregory Daniels- Yes.

*Motion carried.*

### **Decisions Made by the Board Outside of the Regular Meeting**

2/26/2024- 4/22/2024

Jessica read in to the record all board decisions made outside of the regular board meeting for the Executive Session and through email."

"See Report for Full Details"

### **FYI Reporting**

Chris Roland, General Manager

### **Sales & Updates**

February Sales growth was very strong. Traffic was 18,714, 6% higher than 2023.

March also showed sales growth at 4.6% over 2023. Traffic was only slightly higher (84 more customers), but that means the customers that came in bought more items because the basket size was higher. So far April has been great with over 5% sales growth so far. Our lack of EBT has really hurt this week. Thanks to our aggressive cost cuts our cash is still showing improvement. We're up to date on all our bills and are awaiting recent financial from NCG. We should be close to turning a profit at this point. We've completely turned the store around from a bottom-line standpoint, going from a loss of (\$200,000) in the quarter of 2022, to a net profit of over \$100k in our last quarter of 2023.

As per our EBT access, each year we are required to update the Federal Government SNAP Dept. with our new board members to retain our EBT status. This had not been done for a few years so when we completed it at the beginning of the year it showed a lot of directors. Anytime the board changes over

50% of its members they require a new application to be completed. A new application was completed, yet they still said they had to turn off our current EBT access. We are currently waiting for our new application to be reviewed and approved.

*See Report for full details.*

## **GM Policy Monitoring Updates**

### **Policy III- Global Limitations, Item #1b**

We have now paid all fees for 2023 and 2024. We should receive our business license any day now and are back in “good standing” with the city of Atlanta.

### **Policy III-1 Global Limitations, Item #1c**

With our books being caught up we can now report this contingency satisfied and the Global Limitations Policy “in compliance”.

### **Policy III-6 Financial Conditions and Activity; Policy III-5 Financial Planning & Budgeting**

NCG is now finished updating our books for 2023 and we’re fully using QuickBooks for financials. While all expenses are in and accurate, some key category adjustments are still needed to get good analysis and projections. We will have this done by the end of the month and I’ll be ready to fully update this policy for our May board meeting.

## **GM Policy Monitoring**

For the month of April 2024, the GM monitors

### **Policy III-2 Treatment of Members**

#### **POLICY TITLE: Executive Limitations**

*“With respect to interactions with member-owners or those applying to be member- owners, the GM shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, biased, unnecessarily intrusive, disrespectful, misrepresentative, or which fail to provide appropriate confidentiality or privacy.”*

Chris R. thoroughly reviews the monitoring of this policy with the Board answering all questions and giving full detail on each item. After thoughtful consideration Chris reports this Policy as **“In Compliance”**.

*See Report for full details.*

### **Policy III-3 Treatment of Customers**

#### **POLICY TITLE: Executive Limitations**

*With respect to interactions with consumers, or those applying to be consumers, the GM shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, biased, unnecessarily intrusive, disrespectful, misrepresentative, or which fail to provide appropriate confidentiality or privacy.*

Chris R. thoroughly reviews the monitoring of this policy with the Board answering all questions and giving full detail on each item. After thoughtful consideration Chris reports this Policy as **“In Compliance”**.

*See Report for full details.*

Beverly Perkins motions Policy III-2 Treatment of Members as “in compliance”.

2<sup>nd</sup>: L’Angela Lee

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L’Angela Lee- Yes.

Nadia Giordani- Yes.

Beverly Perkins- Yes.

Gregory Daniels- Yes.

***Motion carried.***

Edith Love motions Policy III-3 Treatment of Customers as “in compliance”.

2<sup>nd</sup>: Gregory Daniels

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L’Angela Lee- Yes.

Nadia Giordani- Yes.

Beverly Perkins- Yes.

Gregory Daniels- Yes.

***Motion carried.***

### **Executive Limitations (EL) Policy Review**

The Board did not see anything in Policy III-2 Treatment of Members and Policy III-3 Treatment of Customers that needed to be addressed immediately by way of an Ad Hoc Committee.

### **Board Policy Monitoring**

#### **Policy II-3**

**Policy Type: Governing Process**

**Policy Title: Board Job Description**

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

After thoroughly reviewing this policy and discussing the Board deems it appropriate to move forward with motioning this policy as in compliance. As per number 3 of this policy, the current Board’s GM Hiring Committee created an extensive process in 2022. This process was used in the hiring of our current GM Chris Roland.

Beverly Perkins motions motion Policy II-3 Board Job Description as in compliance.

2<sup>nd</sup>: Nadia Giordani.

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.  
Gerard Boyd-Yes.  
L'Angela Lee- Yes.  
Nadia Giordani- Yes.  
Beverly Perkins- Yes.  
Gregory Daniels- Yes.

**Motion carried.**

## **Policy II-5**

**Policy Type: Governance Process**

**Policy Title: Officer Roles**

*"We will elect officers in order to help us accomplish our job."*

After thoroughly reviewing this policy and discussing the Board deems it appropriate to move forward with motioning this policy as **out of compliance due to items 3 & 7.**

*3. "Existing officers will conduct officer orientation / training with incoming officers.*

There are currently no officer orientation or training. This will be addressed after the elections of Board officers later in tonight's meeting.

*7." The secretary will make sure the Board's documents are accurate, up to date and timely as well as accurately and appropriately maintained.*

*a. The secretary will document the draft and record the final versions of any new policy and committee charter.*

*b. The Secretary shall maintain a minute book of the Board's meetings and the General Membership meetings."*

There are currently no official Board Secretary. This will be addressed after the elections of Board officers later in tonight's meeting.

Beverly Perkins motions to approve Policy II-5 items 1,2,5,6 as in compliance and item 5 & 6 as out of compliance with action plan.

2<sup>nd</sup>: L'Angela Lee

Votes Taken:

Edith Love- Yes.  
Jessica McMorris-Yes.  
Gerard Boyd-Yes.  
L'Angela Lee- Yes.  
Nadia Giordani- Yes.  
Beverly Perkins- Yes.  
Gregory Daniels- Yes.

**Motion carried.**

## **Board Linkage (BL) Policy Review**

The Board did not see anything in Policy II-3 Board Job Description and Policy II-5 Officer Roles that needed to be addressed immediately by way of an Ad Hoc Committee. Item 6 in Policy II-5 will be reworked when full policy revisions are done.

## **Brief Board Briefs**

### **Sevananda's 50<sup>th</sup> Anniversary**

Sevananda's birthday month is October. Chris R. has been brainstorming different things to do during this month to celebrate 50 years in operation for Sevananda. He has been looking into getting a float built for the Little Five Points Annual Halloween Parade and having a party during the month of October. More details to come as details/ plans are solidified.

### **CCMA Conference**

The Consumer Cooperative Management Association Conference is coming up May30th - June 1<sup>st</sup>, 2024, in Maine. The board applied for scholarships. Two were awarded so one Board Members can go with Jessica M. This conference will be heavily centered around Co-op development.

### **GFI Conference**

Governance for Impact conference is in Atlanta this year. Jessica believes this would be great training for the Board to learn the fundamentals of policy governance. She called the CEO of GFI to explore the possibilities of discounts. They didn't have any available discounts but could do group pricing. Jessica asks Chris R to budget for ¾ Board Members to attend this conference.

### **NOC Fly-in**

Jessica M attended the National Organic Coalition fly-in and reports having an amazing time. It was very informative and had the chance to meet Senator Warnock.

## **Committee Chair and Reports**

### **Elections Committee Annual Member Meeting Ad hoc Committee**

Both reports are tabled to the May 2024 Board Meeting Agenda.

Gregory Daniels motion to table the Elections Committee and the Annual Member Meeting Ad hoc Committee to the May 2024 Board Meeting.

2<sup>nd</sup>: Gerrod Boyd.

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L'Angela Lee- Yes.

Nadia Giordani- Yes.

Beverly Perkins- Yes.

Gregory Daniels- Yes.

***Motion carried.***

### **Bylaw Revision Ad Hoc Committee**

Committee Chair, Jessica McMorris.

After a years' worth of work, the board has adopted the new bylaws. They have a proposed revision for Article 5. Everything was released in time to be presented at the Annual Member Meeting. Due to not meeting a quorum, they were unable to vote on the new bylaws.

### **GM Evaluation & Contract Committee**

Committee Chair: Gerrard Boyd.

Committee Chair Gerrard Boyd has resigned from the Board. It was established that this would be a standing committee. They had begun working with Board consultant LaDonna Redmond and in their work she recommended a contract extension to learn the process of Request for Proposals. (RFP) The committee has not met in 2024 and has not completed the committee's monthly tracker chart. The committee needs a new chair. Nadia G. expresses interest in chairing the committee and requests more information about the responsibilities of this role. To be discussed via email.

### **Owner Linkage Committee**

Committee Chair, Jessica McMorris.

There hasn't been much work done as it pertains to this specific committee because there has been lots of engagement with both Elections and Annual Member Meeting Committee. There was a proposal to chair the committee. Edith recommends changing the name of the committee to Owner Engagement, so the name speaks to engaging with Owners other than linking up with them.

Nadia Giordani motions to change the name from Owner Linkage Committee to Owner Engagement Committee.

2<sup>nd</sup>: Gregory Daniels.

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L'Angela Lee- Yes.

Nadia Giordani- Yes.

Beverly Perkins- Yes.

Gregory Daniels- Yes.

***Motion carried.***

L'Angela Lee express interest in chairing this committee. She is enthused to learn about the role and create creative budget friendly engagements.

Beverly Perkins motions L'Angela Lee as the chair of the Owner Engagement Committee.

2<sup>nd</sup>: Edith Love.

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L'Angela Lee- Yes.

Nadia Giordani- Yes.

Beverly Perkins- Yes.

Gregory Daniels- Yes.

***Motion carried.***

Nadia Giordani motion to accept all committee chair reports.

2<sup>nd</sup>: Gregory Daniels.  
Votes Taken:  
Edith Love- Yes.  
Jessica McMorris-Yes.  
Gerard Boyd-Yes.  
L'Angela Lee- Yes.  
Nadia Giordani- Yes.  
Beverly Perkins- Yes.  
Gregory Daniels- Yes.  
**Motion carried.**

### **COI Disclosure**

Each year, both new and current members must disclose any possible Conflict of Interest they may have as it pertains to being on Sevananda's Board of Directors and fill out the physical COI form. L'Angela Lee discloses her COI as being a perspective vendor of the Wellness department at Sevananda.

### **Elections of Board Officers**

#### **Board President**

Gregory Daniels nominates Jessica McMorris for Board President. Nadia Giordani seconds his nomination. Jessica McMorris accepts their nomination.

Gerard Boyd motion to approve Jessica McMorris for Board President.

2<sup>nd</sup>: Edith Love.  
Votes Taken:  
Edith Love- Yes.  
Jessica McMorris-Yes.  
Gerard Boyd-Yes.  
L'Angela Lee- Yes.  
Nadia Giordani- Yes.  
Beverly Perkins- Yes.  
Gregory Daniels- Yes.  
**Motion carried.**

#### **Board Vice President**

Gregory Daniels nominates Edith Love for Board Vice President. Nadia Giordani seconds his nomination. Edith Love accepts their nomination.

Gregory Daniels motion to approve Edith Love for Board Vice President.

2<sup>nd</sup>: Nadia Giordani.  
Votes Taken:  
Edith Love- Yes.  
Jessica McMorris-Yes.  
Gerard Boyd-Yes.  
L'Angela Lee- Yes.  
Nadia Giordani- Yes.  
Beverly Perkins- Yes.  
Gregory Daniels- Yes.  
**Motion carried.**



**Treasurer**

Edith Love nominates Nadia Giordani for Board Treasurer. Gregory Daniels seconds his nomination. Nadia Giordani accepts their nomination.

Beverly Perkins motion to approve Nadia Giordani for Board Treasurer.

2<sup>nd</sup>: Gerard Boyd

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L'Angela Lee- Yes.

Nadia Giordani- Yes.

Beverly Perkins- Yes.

Gregory Daniels- Yes.

*Motion carried.*

**Secretary**

L'Angela Lee nominates Beverly Perkins for Board Secretary. Gerard Boyd seconds his nomination. Beverly Perkins accepts their nomination.

Beverly Perkins motion to approve Beverly Perkins for Board Secretary.

2<sup>nd</sup>: Gerard Boyd

Votes Taken:

Edith Love- Yes.

Jessica McMorris-Yes.

Gerard Boyd-Yes.

L'Angela Lee- Yes.

Nadia Giordani- Yes.

Beverly Perkins- Yes.

Gregory Daniels- Yes.

*Motion carried.*

**Adjournment:**

Gerard Boyd motions to adjourn the April 2024 Regular Board Meeting.

2<sup>nd</sup>: Dr. Chennault.

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

*Motion carried.*

8:47PM EST

**SEVANANDA NATURAL FOODS MARET**  
**REGULAR BOARD MEETING NOTES**

**Tuesday April 23rd, 2024**

**Board Members Present:** Board President Jessica McMorris, Board Vice President Edith Love, Board Co Secretary Gerard Boyd, Board Member L'Angela Lee, Board Member Nadia Giordani, Board Member Beverly Perkins.

**Board Members Absent:** Board Treasurer Dr. June Chennault.

**Non-Board:** Chris Roland (General Manager) Cheranna Dottin (Board Admin)

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**Member Owners Present**

None

**Owner Comments**

None.

**Decisions Made by the Board Outside of the Regular Meeting**

2/26/2024- 4/22/2024

Board Decisions Made by Email Report

**GM Reporting**

**FYI Report**

**GM Policy Monitoring Updates**

Policy III- Global Limitations, Item #1b

Policy III-1 Global Limitations, Item #1c

Policy III-6 Financial Conditions and Activity; Policy III-5 Financial Planning & Budgeting

**GM Policy Monitoring**

Policy III-2 Treatment of Members

Policy III-3 Treatment of Customers

**Board Policy Monitoring**

Policy Type: Governance Process

Policy Title: Officer Roles