



SEVANANDA NATURAL FOODS MARKET

REGULAR BOARD MEETING

Tuesday, August 27th, 2024

Board Members Present: Board President Jessica McMorris, Board Treasurer Nadia Giordani, Board Member Gregory Daniels, Board Member Dr June Chennault, Board Secretary Beverly Perkins.

Board Members Absent: Board Member L'Angela Lee via ZOOM 6:35PM-6:40PM.

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

Timekeeper: Nadia Giordani.

Cue taker: Jessica McMorris.

Call to Order/Welcome/Roll Call

Board President Jessica McMorris called meeting to order at **6:35 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 August 2024 agenda.

Nadia Giordani motions to approve the August 2024 regular Board meeting agenda as submitted with additions.

2nd: Gregory Daniels.

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Approval of June 2024 Minutes.

The June Minutes were reviewed, and edits were submitted in advance via email by the full Board.

Gregory Daniels motions to accept the June 2024 regular Board minutes with edits submitted by email.

2nd: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.
Beverly Perkins- Yes.
Dr June Chennault-Yes.

Motion carried.

Approval of July 2024 Minutes.

The Board agrees to needing more time to review the July 2024 Minutes. They vote to table the review, submission of edits and vote on the July 2024 minutes to email.

Nadia Giordani motions to table the July 2024 regular Board minutes to email for edits to be submitted and minutes voted on by Tuesday.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Purchase/ Repurchase of Shares

General Manager Chris Roland reports 34 new Owners for the month of August 2024. As per repurchase of shares there were (0) members.

Decisions Made by the Board Outside of the Regular Meeting

7/23/204-8/27/2024

Jessica read into the record all board decisions made outside of the regular board meeting in the Executive Session and through email

"See Report for Full Details"

FYI Reporting

Chris Roland, General Manager

Sales & Updates

June sales were UP from June 2023. Traffic was down 223 shoppers compared to last year, which means that we're selling the folks who do come into the store, more goods. Transactions were down from 19,559 in 2023 to 18,544 this year. It's amazing that we beat last year's sales, even with 1,015 less transactions. EBT services were restored July 20th and Chris Roland is now listed as the store "Owner" so we will only need to update the USDA if/when he no longer works here.

Grocery Assistant Manager, Produce Manager and Human Resources positions remain open. Chris made the decision to hire two new, entry level staff due to Sevananda losing one of our two full-time Produce staff, who has decided to move back home. He will be training these new staff personally to improve the presentation in Produce. He has had a few HR interviews but hasn't found the right person yet. He wants to be sure the person he hires for HR is a good fit. Until then, Chris is still taking care of

payroll and has created an easy way for Nadia to double check that his payrate hasn't changed since he's started at Sevananda, 01/15/2023. Something that came up in my last meeting with Jessica was an HR project. Chris is working on cleaning up some matters from past HR staff. Due to confidentiality Chris will elaborate more on this in Executive Session. The store has four coolers that are out of service but has also added a few new coolers. One more will be purchased. We are hoping to be approved for a grant from Invest ATL for 50k to assist with new coolers and renovations.

See Report for full details.

GM Policy Monitoring Updates

Policy III-7 Asset Protection; Items 5 & 10

#5. *“Allow data, intellectual property, or files to be unprotected from loss, theft or significant damage. a. allow improper usage of member-owners’ and customers’ personal information.”*

Updated Status: In Compliance.

We have a cloud back-up system for all point-of-sale data, and our financial records are now moved over to QuickBooks and stored securely on their cloud. Our member-owners and customers data are only used for direct mail or emails by us and receipt looking up. We would never share this information with any 3rd parties and if anyone “opts out” of being directly contracted by Sevananda is taken off relevant lists.

#10. *“Fail to keep all appropriate licenses current.”*

Updated Status: In Compliance.

We now have all licenses current.

Nadia Giordani motions to accept ***Policy III-7 Asset Protection*** as in compliance.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L’Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Board Votes on Previous Updates

The following policies were reported on in previous months as "in compliance" but were not voted on by the board at the time. The board votes on these policies to remain in integrity with its own governance model.

Nadia Giordani motions to accept ***Policy III-4 Treatment of Staff*** as in compliance as of February 2024.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L’Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.
Dr June Chennault-Yes.

Motion carried.

Nadia Giordani motions to accept **Policy III-1 Global Executive Constraints** as in compliance as of April 2024.

2nd: L'Angela Lee.

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Nadia Giordani motions to accept **Policy III-5 Financial Planning and Budgeting** as in compliance as of May 2024.

2nd: L'Angela Lee.

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

GM Policy Monitoring

For the month of August 2024, the GM monitors

Policy III-6 Financial Conditions & Activity.

POLICY TITLE: Executive Limitations

“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.”

Chris R. thoroughly reviews the monitoring of this policy. He reports this policy “**not in compliance**” due to sections:

#4. *“Allow solvency (the relationship of debt to equity) to be insufficient.”*

and,

#7. *“Allow late payments of contracts, payroll, loans or other financial obligations.”*

He also presents the profit and loss sheet for April 2024- June 2024. This sheet is a financial statement that shows the company's revenues and expenses over a specific period. It's used to calculate our net income or loss and is typically prepared on a quarterly basis.

Section 4 will be updated as we get more information on SBA loan. Update ETA: 9/24/2024. Section 7

will be updated as any of our three invoice contentions become resolved. We'll continue to update these at each executive session.

See Report for full details.

Beverly Perkins motions to accept **Policy III-6 Financial Conditions & Activity** as out of compliance with action plan.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

For the month of August 2024, the GM also monitors
Policy III-10 Communications & Support to the Board
POLICY TITLE: Executive Limitations

"The GM shall not permit the board to be uniformed or unsupported in it's work."

The Board tables this policy reporting to September 2024 Board Meeting.

For the month of August 2024, the GM also monitors

Policy III-11 Board Logistical Support
POLICY TITLE: Executive Limitations

"The General Manager must not allow the Board to have inadequate logistical support."

The Board tables this policy reporting to September 2024 Board Meeting.

Beverly Perkins motions to table **Policy III-10 Financial Communication & Support to the Board** to the September 2024 Board Meeting.

2nd: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Beverly Perkins motions to table **Policy III-11 Board Logistical Support** to the September 2024 Board Meeting.

2nd: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Executive Limitations (EL) Policy Review

No review was conducted on **Policy III-10 Communications & Support to the Board and Policy III-11 Board Logistical Support** due to these items being tabled to the September 2024 Meeting.

Board Policy Monitoring

Policy II-8

Policy Type:

Policy Title: Cost of Governance

“We will invest in the Board’s governance capacity.”

After thoroughly reviewing this policy and discussing the Board reports this policy as “**out of compliance**” due to:

#1. We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence. LaDonna is coming in for full Board training. This item will be reevaluated in the November 2024 Board Meeting.

Beverly Perkins motions to accept **Policy II-8 Cost of Governance** as out of compliance.

2nd: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Board Linkage (BL) Policy Review

The Board did not see anything in **Policy II-8 Cost of Governance** that needed to be addressed immediately by way of an Ad Hoc Committee.

Brief Board Briefs

Labor Day Event

On September 2nd from 11am-3pm Sevananda will be hosting a Labor Day cookout. We will be selling vegan backyard barbecue style food and desserts. During this event the Owner Engagement Committee

will be encouraging owners to participate in a survey and filming interviews with Owners who are interested in telling their origin stories at the co-op.

Volunteering Update

There will be an email sent out to the Board and Owners asking for volunteers for the set-up/ breakdown process for the September 2nd Labor Day event as well as for the Collard Green Festival at the end of September.

Anniversary Update

Chis R. and the Board continue to work on events for the week of Sevananda's anniversary in October.

Committee Chair and Officer Elections

With Edith stepping down due to work schedule conflict the Board Vice President position and Annual Member Meeting Chair positions are open. After a brief discussion, Dr June Chennault recommends Nadia Giordani for the Board VP seat. The Board agrees.

Dr June Chennault motions to accept Nadia Giordani as the Board Vice President.

2nd: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

With Nadia Giordani newly appointed as Board VP, the Board Treasurer position is now open. After a brief discussion, Nadia Giordani recommends Gregory Daniels for the Board Treasurer seat. The Board agrees.

Nadia Giordani motions to accept Gregory Daniels as the Board Treasurer.

2nd: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Gregory Daniels motions to accept Jessica McMorris as the Annual Member Meeting Committee Chair.

2nd: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Committee Chair and Officer Reports

Annual Member Meeting Ad Hoc Committee Debrief

Committee Chair: Jessica McMorris

The annual member meeting committee is waiting for the completion of the bylaws. Chris R has been sending a periodic update to Owners who attended the meeting. This notice is to let them know that we are still working out the best way to conduct the “re-do” of the Annual Member Meeting with the lawyer.

GM Contract and Evaluation Committee

Committee Chair: Nadia Giordani

Every item from the GM Evaluation Monitoring Chart is updated and the GM Evaluation process is set to begin in October. The committee will begin meeting weekly to get this process completed.

Bylaw Revision Committee.

Committee Chair: Jessica McMorris.

There are two Bylaws that need to be reviewed related to how Annual Member Meetings are held and voting in Annual Member Meetings and voting on AOI Revisions. Julian, a law professor at Georgia State University and Member Owner of the Co-op who is currently serving on the committee, sent feedback from the revisions the Board requested. Once revisions are made by the committee, they will be submitted to the board for a vote on the draft. Once the draft is voted on by the board, it will be submitted to Dorsey Law Firm for review and feedback. Once the board has adopted the revisions, they will give Member-Owners 30-day notice.

Beverly Perkins motions to accept Dorsey Law Firm quote for up to \$1500 for bylaw revisions.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Board President Update on Consultant

LaDonna accepted our proposal for \$8,125 for her services. Payment to her will be split into two payments at 6-month intervals. LaDonna will be sending the Board a Scope of Work for the Board to review and accept. Once the Board has accepted the Scope of Work, the plan is to begin meetings with LaDonna in September. The Board will be deep diving into Member-Owner engagement work. The goal is to restore trust between to Co-op and its Member-Owners.

Owner Engagement Committee

Committee Chair: L'Angela Lee.

L'Angela sent out emails to the Board about ad copy for volunteers. The goal is to elicit some Member Owner volunteers. With the assistance of Chris, they came up with the Owner engagement survey. This will roll out on Monday at the Labor Day event. The Owner engagement plan will be broken down in phases. The first stage will be the survey. The goal of this survey is to learn the collective vision for the Co-op from the Member Owners. The committee will have QR codes to scan and complete. Surveys will run through the duration of 2024. The committee will be assisting operations with documenting Owner's origin stories, and a documentary will eventually be created. Post Labor Day they will go out weekly in the Eblast. The next engagement activity will be in October for the 50th anniversary. At the Labor Day event

Beverly Perkins motions to approve Phase 1 of the Owner Engagement Committee engagement plan.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Ad Copy

Jessica reviews the verbiage for the Ad Copy. The purpose of this is to engage owners through posters & Eblast.

Nadia Giordani motions to approve the Ad Copy for solicitation of volunteers.

2nd: Beverly Perkins.

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

2024 Owner Survey

Jessica presents and reviews the survey questions that will go in survey monkey. The Board gives feedback on the document.

Nadia Giordani motions to approve the content for the Owner Engagement survey.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Nadia Giordani motions to accept all committee reports as submitted.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Nadia Giordani- Yes.

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

Motion carried.

Adjournment:

Gregory Daniels motions to adjourn the August 2024 Regular Board Meeting.

2nd: Nadia Giordani

Votes Taken:

Jessica McMorris-Yes.

Edith Love-Yes

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.
Dr June Chennault-Yes.
Motion carried.

9:07PM

SEVANANDA NATURAL FOODS MARKET

REGULAR BOARD MEETING NOTES

Tuesday August 27th, 2024

Board Members Present: Board President Jessica McMorris, Board Treasurer Nadia Giordani, Board Member Gregory Daniels, Board Member Dr June Chennault, Board Secretary Beverly Perkins.

Board Members Absent: Board Member L'Angela Lee via ZOOM 6:35PM-6:40PM.

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

Member Owners Present

Yokonda Harvey

Owner Comments

None

Decisions Made by the Board Outside of the Regular Meeting

7/23/204-8/27/2024

Board Decisions Made by Executive Session and Email Report.

GM Reporting

FYI Report
Balance Sheet
Profit & Loss

GM Policy Monitoring Updates

Policy III-6 Financial Conditions & Activity
Policy III-10 Communication & Support to the Board
Policy III-11 Board Logistical Support

Board Policy Monitoring

Policy II-8 Cost of Governance

Additional Reports

None