



SEVANANDA NATURAL FOODS MARKET

REGULAR BOARD MEETING

Tuesday August 15th, 2023

Board Members Present: Board President Jessica McMorris, Board Member Dr. June Chennault, Board Member Dorothea Gates, and Board Member Fabian Simpson.

Board Members Absent: None.

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

Timekeeper: Fabian Simpson

Cue taker: Jessica McMorris.

Call to Order/Welcome/Roll Call

Board President Jessica McMorris called meeting to order at **6:37 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 2023 agenda. Jessica M. offers a revision to the Executive Session agenda adding the topic “Changing Board Meeting Days.”

Dorothea Gates motions to approve the August 15th, 2023, regular Board meeting agenda as submitted with edits.

2nd: Fabian Simpson.

Votes Taken:

Jessica McMorris-Yes.

Dr. Chennault- Yes.

Fabian Simpson-Yes.

Dorothea Gates-Yes

Motion carried.

Approval of Minutes & Previous Months Minutes

Approval of July 2023 minutes.

Dorothea G. motions to approve July 2023 meeting minutes.

2nd: Fabian Simpson.

Votes Taken:

Jessica McMorris-Yes.

Dr. Chennault- Yes.

Fabian Simpson-Yes.
Dorothea Gates-Yes

Motion carried.

Approval of May 2023 minutes.

Fabian S. motions to approve the May 2023 regular meeting minutes as submitted with changes.

2nd: Dorothea Gates

Votes Taken:

Jessica McMorris- Yes.

Dr. Chennault- Yes.

Fabian Simpson- Yes.

Dorothea Gates-Yes

Motion carried.

Approval of June 2023 minutes.

Dorothea G. motions to approve the June 2023 regular meeting minutes as submitted by email.

2nd: Fabian Simpson

Votes Taken:

Jessica McMorris- Yes.

Dr. Chennault- Yes.

Fabian Simpson- Yes.

Dorothea Gates-Yes

Motion carried.

Purchase/ Repurchase of Shares

General Manager Chris Roland reports 121 new Owners from BOND credit union. He explains the relationship Sevananda has with BOND credit union as a community partner. Customers who have an active membership at Sevananda are eligible to open an account at BOND.

As per repurchase of shares there was one member resignation to report. This resignation was due to hardship. The Co-op will be refunding this share due to it not imposing any financial hardship on the business.

Fabian S. motions to return \$120.00 equity payment to the Member Resignation.

2nd: Dorothea Gates.

Votes Taken:

Jessica McMorris- Yes.

Dr. Chennault- Yes.

Fabian Simpson- Yes.

Dorothea Gates-Yes

Motion carried.

Notification of Board decisions via email

8/2/2023

Following the resignation of Tracie Greene, Jessica McMorris, Board President, sent an email regarding the urgency of the board using the appointment process laid out in the Bylaws due to the board now being at the minimum 5 required seats for quorum to be met. I timeline was offered and draft email

content to the member-owners.

Motion: Jessica M. makes a motion to accept the timeline for the board appointment process, and the draft email to member-owners.

2nd: Lucy L.

Final board member vote cast on 8/3 Motion passed by consensus.

FYI Report

Chris Roland, General Manager

Chris's focus has been to cut expenses while growing sales. Overall cash is still low but its consistently improving compared to the last few months. Wegner CPA Auditor Audrey is assisting with financials. The National Coop Grocers (NCG) has been up to date on store performance and cash progress. The process to get finances back underway will be a long-term process but there have been many drastic changes in a short period of time.

Emergency Succession Plan Update.

This item is tabled due to the recent staffing change. It was initially updated when Chris came onboard, however there was an initial staffing change causing the update to be currently inaccurate. That was updated yet another change was made therefore the initial update needs to be updated. Chris plans to update the succession plan and send it to the Board as soon as possible then at the next Board meeting the official plan will be presented at the Board meeting to the Board.

Full report included in August Board meeting packet.

GM Policy Monitoring

Monitoring of Executive Limitations Policy

For the month of August 2023, the policy being monitored is Policy III-6 Financial Conditions

“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 this policy out of compliance due to sections 2-5, but the fact that we showed sales growth and cash stability are huge wins for Sevananda. The plan to get to profitability is underway (labor cuts, improved purchasing, sales growth) and we've accomplished a lot since February. When the 2nd quarter financials are finished, we can reexamine this policy with better insight. Chris plans to also work to get that ownership number so we can see if we are growing as hoped. We're getting caught up all the while trying not to lose momentum with customers and staff.

Full report included in August Board meeting packet.

Update on Policy III-3 Treatment of Staff.

The Board along with the GM needs to come up with a grievance plan. They will discuss a plan for getting this complete.

Update on Board Appointed Seats

The Committee has met, and a committee chair was selected. As a full Board it was decided that an email would be sent out giving notification. A timeline was created along with a charter which was approved. A mis-email went out to member owners. This email will be edited and resent. There are two seats to fill and 11 interested member owners. The committee consists of Fabian Simpson, Dr. Chennault, Jessica McMorris and Dorothea Gates. The goal is to have two new board members seated

by September 19th. Once the Board is populated, they will resume their work.

Board Policy Monitoring

Policy II-7

Policy Type: Governance Process

Policy Title: Committee Principles

“We will use Board committees only to help us accomplish our job.”

The full board assesses this policy as “in compliance.”

In terms of committees, the board has been on track to establish committees when needed and dissolving committees that are no longer needed. This policy has not always been addressed correctly. But in the Board’s current state they have focused on important parts of what’s due. They have moved forward on being proactive in their committee work. Fabian believes the Board complies based on the work that has been done thus far. The Board agrees that in their current state they are proactive in committee work, making this policy in compliance.

Dr. Chennault motions that Policy II-7 Committee Principles is in compliance.

2nd: Fabian G.

Votes Taken:

Jessica McMorris- Yes.

Dr. Chennault- Yes.

Fabian Simpson- Yes.

Dorothea Gates-Yes

Motion carried.

Policy IV-5

Policy Type: Board GM Linkage.

Policy Title: Monitoring GM Performance.

“The Board will systematically and rigorously monitor and evaluate the GM’s job performance compared to expectations set forth in Board policies.”

The Board reviews this policy and deems it as in compliance based on processes, procedures and practices that have been put in place.

Dorothea motions to approve Policy IV-5 Monitoring GM Performance as in compliance.

2nd: Fabian G.

Votes Taken:

Jessica McMorris- Yes.

Dr. Chennault- Yes.

Fabian Simpson- Yes.

Dorothea Gates-Yes

Motion carried.

Brief Board Briefs

Georgia Veg Fest

Sunday August 27th is Veg Fest at the Georgia World Congressional Center. Board support would be greatly appreciated in any way possible. Sevananda will be present educating the community, bringing awareness to the Coop and all that it provides.

Up & Coming Conference

Jessica McMorris reports attempting to get scholarships for the Board for this conference. Unfortunately, the scholarships are for up-and-coming boards.

Sevananda Workshops Resuming

Jessica will be spearheading the resumption of workshops at Sevananda. Workshops will be held on Tuesday's, Wednesday's, and Thursday's. Some workshops will be free, and some will be tier' d pricing. As an instructor, anyone who donated their time will get a gift certificate.

Dorothea G. motions to adjourn the August 2023 meeting.

2nd: Fabian Simpson

Tracie Greene-Yes

Dr. Chennault-Yes

Jessica McMorris-Yes

Motion passes.

Adjournment: 8:24PM EST

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Board Members Absent: None.

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

Member Owners Present:

Lamont Loyd- Sims, Eugenia Almand, Sandra Richburg, A “Chi Ma’at” Dilworth, Sharelle Jackson.

Owner Comments.

Eugenia Almand offers an interest in becoming a Board Member.

Sanda Richburg introduces herself to the Board. It is her first meeting, and she is interested in learning about the structure of the organization.

Sharelle Jones comments that she lives in California and is glad to be an owner and support the Coop.

GM Reporting

FYI Report

GM Policy Monitoring

Monitoring of Executive Limitation Policy

Policy III-6

Updated Emergency GM Succession Plan

Board Policy Monitoring

Monitoring Board Performance

1.IV-4 Delegation to GM

2.IV-5 Item #2 (*entire policy*)