



SEVANANDA NATURAL FOODS MARKET

REGULAR BOARD MEETING

Tuesday February 27th, 2024

Board Members Present: Board President Jessica McMorris and Board Vice President Edith Love.

Board Treasurer Dr. June Chennault present via zoom 6:44pm-6:48 then in person at 6:48pm.

Present via ZOOM:

Board Member Fabian Simpson.

Board Members Absent: Board Co Secretary Gerard Boyd and Board Member Dorothea Gates

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

Timekeeper: Edith Love.

Cue taker: Jessica McMorris & Board Admin Cheranna keeping cue on the ZOOM platform.

Call to Order/Welcome/Roll Call

Board President Jessica McMorris called meeting to order at **6:44 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 February 2024 agenda.

Edith L. motions to approve the February 2024 regular Board meeting agenda as submitted with edits.

2nd: Fabian Simpson

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Approval of January 2024 Minutes.

Edith L. motions to approve January 2024 meeting minutes with edits submitted by email.

2nd: Dr. Chennault

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Purchase/ Repurchase of Shares

General Manager Chris Roland reports 22 new/ renewing Owners for the month of January 2024. As per repurchase of shares there was (1) member who requested that their membership be terminated due to moving out of the area. The general manager does not see returning this person's funds as a detriment to the Co-op.

Edith L. motions to approve repurchase of shares for Kevin Kelly.

2nd: Dr. Chennault

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Decisions Made by the Board Outside of the Regular Meeting

1/23/2024-2/26/2024

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

January started strong landing 4.5K more in sales with about 40% less labor. Sevananda has enough sales to be profitable and the focus this past year has been aligning the store's spending with the income. Traffic was down in January from 19,071 customers to 18,957 customers. Our sales growth was over .5%, which means the market basket (average transaction size) this month grew for the first time in a while. February 2024 has started off at a great start showing 20k more sales and 400 more customers. The juice bar has been delayed due to a new full-time new hire quitting. Once there is a solid crew in the kitchen then the juice bar will launch. As far as marketing, we have not been doing any paid marketing. However, we have been using our email marketing platform to send out emails to over 9k email addresses.

See Report for full details.

GM Policy Monitoring Updates

Policy III-6 Financial Conditions and Activity

NCG is now almost finished updating our books through October 2023. Chris is awaiting some information from NCG on what items are remaining through September and then will be able to get

financial reports and analysis out for the 2nd and 3rd quarters. As that information comes, he will keep the Board updated, with the next update scheduled for on/before 3/1.

Policy III-5 Financial Planning & Budgeting

NCG is now almost finished updating our books through October 2023. Chris is awaiting some information from NCG on what items are remaining through September and then will be able to get financial reports and analysis out for the 2nd and 3rd quarters. As that information comes, he will keep the Board updated, with the next update scheduled for on/before 3/1.

Policy III-4 Treatment of Staff Item #4.

Verbiage and contact information for staff to report unethical or illegal behavior to the board of directors. Chris is proposing this be posted in the breakroom, with the current Conflict Resolution process.

Policy III- Global Limitations, Item #1a

All paperwork has been dropped off to the city of Atlanta and Chris is waiting to receive our updated business license in the mail.

Policy III- Global Limitations, Item #1b

Chris has contacted the IRS regarding our multiple Federal Employer Identification Numbers (FEINs) and everything appears to be ok. The # that Garland gave him was incorrect and while established by Sevananda decades ago, had never been used. All payroll taxes are handled by our payroll company who has always had the correct number and because our sales tax payments go to the state of Georgia, they are handled by our state number, which Sevananda only has one.

GM Policy Monitoring

For the month of February 2024, the GM monitors

Policy III-6

POLICY TITLE: Financial Conditions and 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.”

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 **“Out of Compliance” due to section 2, 3, 4, 5, 11, 12.** He plans to have updates on this policy by 3/1/24 and should soon be caught up by NCG.

Dr. C motions motion Policy III-6 as out of compliance with action plan.

2nd: Edith Love

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Executive Limitations (EL) Policy Review

The Board did not see anything in Policy III-6 Financial Conditions and Activity that needed to be addressed immediately by way of an Ad Hoc Committee.

Board Policy Monitoring

Policy II-1

Policy Type: Governance Process

Policy Title: Global Governance Commitment

“The purpose of the board, on behalf of Sevananda’s members is to ensure the success of Sevananda by working together effectively, empowering and holding accountable professional management, providing strategic leadership and perpetuating our democratic organization.”

After thoroughly reviewing this policy and discussing the Board deems it appropriate to move forward with motioning this policy as in compliance.

Dr. C motions motion Policy II-1 Global Governance Process as in compliance.

2nd: Edith Love

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Policy II-2

Policy Type: Governance Process

Policy Title: Governing Style

“The board will govern with an emphasis on (a) outward vision, (b) encouragement of diverse viewpoints, (c) strategic leadership, (d) collective decision making, (e) future and proactivity.”

After thoroughly reviewing this policy and discussing the Board deems it appropriate to move forward with motioning this policy as **in compliance and item 3 as out of compliance:**

“The board will maintain team discipline, authority and responsibility.”

The action plan for Item #3 is to address it in the upcoming retreat.

Edith L. motions to approve Policy II-2 items 1,2,4 as in compliance and item 3 as out of compliance with action plan.

2nd: Dr.C.

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Policy II-4

Policy Type: Governance

Policy Title: Annual Agenda

“To accomplish its Ends with a governance style consistent with board bylaws, the board will follow a strategic multi-year work plan, an annual agenda that focuses our vision for Sevananda’s growth, expansion and progression.”

After thoroughly reviewing this policy and discussing the Board deems it appropriate to move forward with motioning this policy as in compliance. The annual agenda is complete and will be mailed out to the full Board.

Edith L. motions Policy II-4 Agenda Planning as in compliance.

2nd: Dr.C

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Board Linkage (BL) Policy Review

The Board did not see anything in Policy II-1 GLOBAL Governance Commitment, II-2 Governing Style or Policy II-4 Agenda Planning that needed to be addressed immediately by way of an Ad Hoc Committee.

Brief Board Briefs

Annual Member Meeting (AMM)

The AMM is approaching March 23rd. The committee is looking at 1pm-4pm but not final. E-vites with date and time will be sent out soon for owners to RSVP. There are 3 important items to vote on during the meeting therefore at least 50 members must attend to meet the quorum.

Sevananda’s 50th Anniversary

Our birthday month is October. Jessica has been working with Chris on creating a banner and a photo wall to put up. They are brainstorming different things to do during this month to celebrate 50 years in operation for Sevananda.

CCMA Conference

The Consumer Cooperative Management Association Conference is coming up May30th - June 1st, 2024, in Maine. It is still early bird registration. The board can apply for scholarships. They are awarding 4 scholarships per Coop. If awarded a scholarship the Coop would only be responsible for travel and lodging expenses. Jessica expresses wanting to go as the Board president and that she plans to apply for a scholarship. She believes the networking opportunity at the conference is amazing. Anyone interested in going must apply for a scholarship now.

GFI Conference

Governance for Impact conference is in Atlanta this year. The CEO of the conference is seeing if she can get block pricing for the entire board. Jessica believes this would be great training for the Board to learn the fundamentals of policy governance.

Committee Chair and Reports

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. When you come in the store by the bulletin Owners can see what is currently up for vote. Owners will have the opportunity to approve or suggest revisions in the AMM.

Elections Committee

Committee Chair: Dr Chennault

The committee has been tabling weekly. Simply Voting has received 52 votes so they have met quorum. Voting ends March 2nd. To debrief the committee will welcome critiques on things they could've done differently to make the process stronger.

GM Evaluation Committee

Committee Chair: Gerrard Boyd.

The committee needs to resume work. Jessica reached out to Gerrard about where the committee is with their work. She hasn't received a response. She plans to send an email about plans for this committee.

Annual Member Meeting Ad hoc Committee

Committee Chair: Edith Love

The charters were sent via email to the board for review and approval. The committee has met and proposed a time for the AMM. They proposed March 23rd 1pm-4pm to give the members time to gain understanding about bylaws. Jessica presents and reviews the agenda.

Dr.C motions to approve the AMM agenda March 23rd 1pm-4pm.

2nd: Edith Love.

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Dr.C reviews the AMM agenda.

2nd: Edith Love.

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

Adjournment:

Edith L. motions to adjourn the February 2024 Regular Board Meeting.

2nd: Dr. Chennault.

Votes Taken:

Edith Love- Yes.

Fabian Simpson- Yes.

Dr. Chennault- Yes.

Jessica McMorris-Yes.

Motion carried.

8:36PM EST

SEVANANDA NATURAL FOODS MARET
REGULAR BOARD MEETING NOTES
Tuesday February 27th, 2024

Board Members Present: Board President Jessica McMorris and Board Vice President Edith Love.

Board Treasurer Dr. June Chennault present via zoom 6:44pm-6:48 then in person at 6:48pm.

Present via ZOOM:

Board Member Fabian Simpson.

Board Members Absent: Board Co Secretary Gerard Boyd and Board Member Dorothea Gates

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

Member Owners Present

Gregory Daniels, Nadia Giordani, LaAngela Lee, Beverly Perkins and Natasha Daniels

Owner Comments

None.

Decisions Made by the Board Outside of the Regular Meeting

1/23/2024-2/26/2024

Board Decisions Made by Email Report

GM Reporting

FYI Report

Financials & Updates

Policy III-5 Financial Planning & Budgeting Update

Policy III-4 Treatment of Staff, Item # 4 (not updated as scheduled in November)

Policy III-1 Global Executive Constraints 1b, 1e

GM Policy Monitoring

Policy III-6 Financial Conditions & Activities

Board Policy Monitoring

Policy II-1 Global Governance Commitment

Policy II-2 Governing Style

Policy II-4 Agenda Planning Item 1 Annual Agenda

Committee Reports

Annual Member Meeting Ad Hoc Committee-Annual Member Meeting Agenda