



SEVANANDA NATURAL FOODS MARKET

REGULAR BOARD MEETING

Tuesday September 19th, 2023

Board Members Present: Board President Jessica McMorris, Board Member Dorothea Gates, Board Member Edith Love and Board Member Gerard Boyd.

Board Member Dr. June Chennault present via Zoom Platform.

Board Members Absent: Board Member Fabian Simpson.

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

Timekeeper: Edith Love.

Cue taker: Jessica McMorris.

Call to Order/Welcome/Roll Call

Board President Jessica McMorris called meeting to order at **6:38 PM EST**. She greets everyone in attendance, welcomes the newly appointed Board Members Edith Love and Gerard Boyd.

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 September 2023 agenda. Jessica M. offers a revision to the Executive Session agenda adding the topic "Approval of Board Expenses."

Gerard Boyd motions to approve the September 2023 regular Board meeting agenda as submitted with edits.

2nd: Edith Love.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Motion carried.

Approval of Minutes & Previous Months Minutes

Approval of August 2023 minutes.

Dorothea G. motions to approve August 2023 meeting minutes.

2nd: Dorothea Gates

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Abstained.

Gerard Boyd- Abstained.

Jessica McMorris-Yes.

Motion carried.

Purchase/ Repurchase of Shares

General Manager Chris Roland reports 27 new Owners for the month of August 2023. As per repurchase of shares there was one member resignation to report. This resignation was due to hardship and lack of involvement. The Co-op will be refunding this share due to it not imposing any financial hardship on the business.

Dorothea Gates motions to return \$120.00 equity payment to the Member Resignation.

2nd: Edith Love

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Motion carried.

Notification of Board decisions via email

8/20/2023 - Following the call for candidates for Board Appointment to vacant seats, a former BoD, Chi Ma'at, reached out to Jessica to offer a short term of service to assist the Board in its work through the end of the year. During a committee meeting, which included the full board, the board met with Chi and decided to accept Chi's offer of service. In a follow-up email, the vote was proffered.

Motion: Jessica motions to appoint Chi Ma'at as a member of the Sevananda Board of Directors for a tenure to end December 31, 2023. 2nd: Dr. Chennault Final vote was made on 9/1/2023. Motion passed by consensus.

The Board requested a follow-up email to discuss some details of Chi's previous resignation, at which time Chi rescinded her offer to serve.

See full document for details.

8/27/2023 - Following the Board Appointment committee meeting, the committee presented to the full board by email the candidates vetted and selected by the committee for final interviews with the board. The board accepted the committee's recommendation.

Motion: Jessica motions for the board to conduct final interviews with Gerrard Boyd, Edith Love, and Beverly Perkins for the 2 vacant board seats. 2nd: Dr. Chennault Final vote cast 9/6/2023 - motion passes by consensus.

9/12/2023 - Following candidate interviews with the full board, the board chose two candidates to invite

to fill the vacated seats for partial terms that will end Spring 2025 (appx 1yr 5 mo.), same tenure as Dorothea Gates.

Motion: Dorothea motions to invite Gerard Boyd and Edith Love come on the board of Sevanada
2nd: Dr. Chennault Motion passes with consensus 9/12/2023.

FYI Report

Chris Roland, General Manager

Sales

In August 2022 sales were \$625,067 where this year they are \$629,258, which is a 0.67% sales growth from last year. This was done with the freezers being out of service. Therefore, even with the freezers being down sales were still better this year than last year. New freezer units should be up and running in the next two weeks. Also, customer traffic was up 6.6% over last year!

Personnel

Dimitri Lefever was promoted to interim Produce Manager. Dimitri has worked in almost every department and been a huge asset to Sevananda. The wellness department welcomes two new personnel, DeeDee and Dimia. They are both certified herbalists in wellness.

The juice bar has arrived and will operate from the hot bar.

Over the past few months, we have lost a lot of valuable workers due to layoffs. A grocery manager will be hired soon because that is a very important position.

2023 National Cooperative Grocers (NCG) Letters

The Co-op received 3 letters from the NCG.

May 15th – Equity at the end of 2022 with NCG

July 14th – 2023 Equity amount and JLF update

August 30th – Participation Report.

Sevananda has about \$10K of base equity in NCG. In addition to that, NCG is holding on to 138k of “deferred equity” for Sevananda. Those are “patronage rebates” or “dividends” that NCG owes Sevananda but holds onto and pays out over time. If Sevananda were to leave NCG we would be due all \$148K. In addition to this, Sevananda has \$25K invested in the Joint Liability Fund (JLF), that would be due back to us, should we ever leave NCG.

Full report included in September Board meeting packet.

GM Policy Monitoring Updates

For the month of September 2023, there are no policies being monitored. Instead, the GM will be giving an update on Policy III-11 Emergency Succession.

Chris gives an updated report for the GM Succession plan setting a two tier IGM Team. The immediate operations team would consist of Dimitri Lefever, Michelle Taber and Deborah and the administrative team would consist of Carolyn Renee, Cheranna Dottin and Heather Massey. He also includes an organization chart along with a draft store solutions and policy handbook last updated 4/9/2018.

Full report included in September Board meeting packet.

Draft Bylaw Committee Charter

Jessica thoroughly reviews the draft of the committee charter with the full Board.

Dorothea Gates motions to approve the Ad Hoc Bylaw Revisions Committee charter.

2nd: Gerard Boyd

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Motion carried.

Bylaw Revision Committee

Gerard Boyd motions Jessica McMorris as the committee chair of the Bylaw Revision Committee.

2nd: Edith Love.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Motion carried.

Jessica McMorris serving as Committee Chair.

Edith Love serving as Committee Member.

Jerilyn Bell serving as Committee Member.

Next steps:

Jessica McMorris plans to do all of the following: contact attorney Dave Swanson for update on work, contact Jerilyn to update her and loop her in on what's happening and set committee meeting schedule via email.

Elections Committee

Gerard Boyd motions to establish an annual elections committee.

2nd: Dr. Chennault.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Motion carried.

Elections will be coming around soon so the Board needs to appoint a committee chair to start working towards elections. By March 2023 annual member meeting is the projected time the new Board members should be seated. Therefore, elections will have to be concluded by the end of February. The board needs to establish a committee, create a charter and establish a committee chair. Dr June Chennault volunteers to chair the committee. Gerard Boyd and Dorothea Gates offer to serve on this committee as members and Jessica McMorris will also serve as a member but in a consultant capacity.

Jessica McMorris motions for Dr. Chennault to be the elections committee chair.

2nd: Edith Love.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Motion carried.

Next steps:

Dr Chennault has to schedule a committee meeting within the week.

The committee will create a draft of the committee charter to submit to the Board by email.

Annual GM Evaluation & Contract Renewal Committee.

Dorothea Gates motions to create the Annual GM Evaluation & Contract Renewal committee.

2nd: Edith Love.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Motion carried.

Gerard Boyd volunteers to serve as the chair of this committee. Jessica McMorris and Edith Love offer to serve on this committee as members.

Dorothea Gates motion for Gerard Boyd to serve as Annual GM Evaluation & Contract Renewal Committee Chair.

2nd: Edith Love

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Motion carried.

Next Steps:

Gerrard Boyd will schedule a committee meeting within the week, the committee will create a draft committee charter to submit to the board by email and Jessica McMorris will email educational information from Chris Roland.

Board Policy Monitoring

Policy II-8

Policy Type: Governance Process

Policy Title: Cost of Governance.

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

The Board reviews this policy and deems the Items #1, #2a, #2d, and #3 as in compliance based on processes, procedures and practices that have been put in place. The following item in this policy is out of compliance: items #2b and #2c.

Item 2b is out of compliance. Jessica McMorris states the Board is out of compliance with their annual audit. Chris Roland is trying to get in communication with Wegner CPAs to see when the last audit was completed. It may be as far back as 2020 when an audit was completed. The action plan is to get 3 quotes on a financial audit and reassess this item in October 2023.

Item 2c. The Board hasn’t engaged the owners with surveys or outreach mechanisms. The owner linkage committee has not been active. The action plan is to create a owner linkage plan at the annual retreat or the in January.

Jessica motions policy II-8 is in compliance for items 1, 2a, 2d and 3 as in compliance and items 2b & c as out of compliance with action plans.

2nd: Dorothea Gates

Votes Taken:

Dorothea Gates- Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris- Yes.

Motion carried.

Brief Board Briefs

Taco Tuesday

The weekly Taco Tuesday is still happening. The Vurritos taco truck is ongoing each Tuesday and has been doing quite well. There has been talk of expansion. Possibly having them come on Wednesday’s and Thursdays as well, being that those are Sevananda’s slowest days.

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. Carolyn Renee is interested in doing a workshop here as well and is excited to assist. The goal is education along with generating more traffic to the co-op.

Edith Love motions to adjourn the September 2023 regular Board meeting.

2nd: Gerard Boyd

Votes Taken:

Dorothea Gates- Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris- Yes.

Motion carried.

Adjournment: 8:36PM EST

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

Tuesday September 19th, 2023

Board Members Present: Board President Jessica McMorris, Board Member Dorothea Gates, Board Member Edith Love and Board Member Gerard Boyd.

Board Member Dr. June Chennault present via Zoom Platform.

Board Members Absent: Board Member Fabian Simpson.

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

Member Owners Present

Beverly Perkin and Karleisha Coleman

Owner Comments

Member Owner Karleisha Coleman congratulated the new Board members and thanked the old Board members for the work done.

Member Owner Beverly Perkins is joining the Board meeting for the first time. She is happy to be here and congratulates the new Board members. She commits herself to being more involved and loves the overall structure of the Board.

Board Decisions Made by Email

GM Reporting

FYI Report

GM Policy Monitoring

Updated Policy III-11 Emergency GM Succession

2023 NCG Letters:

Equity at the end of 2022 with NCG

Equity amount and JLF update

Participation Report.

Organization Chart

Store Solution & Policy Handbook

Board Policy Monitoring

Monitoring Board Performance

1.II-8 Cost of Governance