



## SEVANANDA NATURAL FOODS MARKET

### REGULAR BOARD MEETING

Tuesday January 23rd, 2024

**Board Members Present:** Board President Jessica McMorris, Board Co Secretary Dorothea Gates, Board Member Edith Love, Board Treasurer Dr. June Chennault and Board Co Secretary Gerard Boyd.

**Board Members Absent:** Fabian Simpson.

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

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**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 **6:43 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 January 2024 agenda.

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

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

**Motion carried.**

#### **Approval of November 2023 minutes.**

Gerrard B. motions to approve November 2023 meeting minutes with edits submitted by email.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

**Motion carried.**

## **Purchase/ Repurchase of Shares**

General Manager Chris Roland reports 65 new/ renewing Owners for the month of January 2023. As per repurchase of shares there were (0) members terminated.

## **Decisions Made by the Board Outside of the Regular Meeting 11/28/2023 - 1/23/2024**

### **In the Executive Session:**

11/28/2023- awaiting Executive Session minutes from the co-secretaries to report on motions made in this meeting.

**Motion:**

2nd:

Votes:

12/10/2023-

Motion: Edith motions to approve 2023 GME summary letter as submitted with edits.

2nd: Dr. C

Votes In Favor: Approval by consensus.

Motion Dr. C motions to approve the contract extension for General Manager.

2nd: Edith

Votes In Favor: Approval by consensus.

### **By Email:**

11/28/2023 - The Elections Committee submits to the full board the recommended qualifications for candidates for board elections.

**Motion:** Edith makes a motion to approve these qualifications for the Candidate Packet.

2nd: Dr. Chennault

Votes: final vote cast on 12/04/2023 - motion passed with consensus

11/30/2023 - The Bylaw Revisions Committee submitted the final revisions for Phase 1 bylaw revisions to the full board for review and vote.

**Motion:** Gerrard motions for approval of phase 1 bylaw revisions.

2nd: Edith

Votes: final vote cast on 12/02/2023 - motion passed with consensus

12/04/2023 - Dr. Chennault provides to the full board the Ad Copy for the Call for Candidates phase of elections.

**Motion:** Edith motions to approve the ad copies for Elections as presented.

2nd: Dorothea

Votes: final vote cast on 12/07/2023 - motion passed with consensus

12/10/2023 - Dr. Chennault submits the Elections Candidate Packet to the full board for review and vote.

**Motion:** Jessica motions to approve the 2023 Elections Candidate Packet and Cover Page as submitted.

2nd: Edith

Votes: final vote cast on 12/14/2023 - motion passed with consensus

12/12/2023 - The GM Evaluation and Contract Renewal Committee proposes to make the committee a standing committee.

**Motion:** Fabian motions to make the GM Evaluation and Contract Renewal Committee a standing committee.

2nd: Edith

Votes: final vote cast 12/29/2023 - motion passed with consensus

## **FYI Reporting**

Chris Roland, General Manager

### Sales & Updates

Chris reports a 2.2% sales growth comparing the months of November 2022 and November 2023. In November 2022 sales were 597,296 as to where November 2023 was. He also reports that December 2022

Sales for the month of November 2023 were higher compared to the sales of November 2022. In November 2023 sales were \$610,636 And in November 2022 sales were 597,296 causing 2.2% sales growth. Sales for the month of December 2023 were slightly higher compared to the sales of December 2022. In December 2023 sales were \$640,121 and in December 2022 sales were 638,510.

So far, the month of January 2024 is off to a great start. Operations is projecting a 5% growth range. Cash has been moving in a more positive direction.

### Personnel

A new grocery manager was put in place. Former Kitchen manager Michelle Taber has accepted the position. Assistant Kitchen Manager Terry Gordon will be promoted to Kitchen Manager. Michelle will still be a huge resource supporting both the kitchen and Terry G. In other news, the kitchen is now fully staffed. Four new kitchen staff members have been hired therefore the Juice Bar will be launching soon. The menu is currently being finalized and equipment is currently being ordered. Once these two things are final there will be a taste testing then full launch.

Dimitri Lefever, Interim Produce Manager no longer wants to assume the position. The position was posted, and operations are now accepting applications for the Produce Manager position.

*See Report for full details.*

## **GM Policy Monitoring Updates**

### **Policy III-6 Financial Conditions and Activity**

National Cooperative Grocers (NCG) are currently assisting with getting Sevananda's past finances caught up and has made great progress. When this work is completed, Chris will report back.

*"Remains Out of Compliance, Next update February 2024 Meeting"*

### **Policy III-5 Financial Planning & Budgeting**

*"Remains Out of Compliance, Next update February 2024 Meeting"*

### **Policy III-4 Treatment of Staff Item #4.**

Operations wanted to specify how workplace conflict is handled and reported to the Board. They will determine when certain items go through Human Resources and not the Board. The verbiage is being created to update the policy reporting.

*"Remains Out of Compliance, Next update February 2024 Meeting"*

## **Policy III-7 Asset Protection Item #9**

Operations has regained control to Sevananda's google page. Access was given by the former Marketing Manager. Chris R. has been monitoring all the google reviews.

***In compliance***

### **GM Policy Monitoring**

For the month of January 2024, the GM monitors

Policy III-2

POLICY TITLE: Global Executive Constraint

*"The GM shall not cause or allow any practice, activity, decision, or organizational circumstance, which is unlawful, imprudent, contrary to explicit bylaw, in violation of commonly accepted business and professional ethics or generally accepted accounting and cooperative principles."*

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 the following reasons

1. Sevananda's business license with the city of Atlanta hasn't been applied for in multiple years. Chris R. is working with Board President Jessica M and the city to get Sevananda back current. It should be up to date through 2024 in a week or two. Chris R. will report back on this 2/1/24 if not sooner.
2. During tax filing Chris R. learned that Sevananda has two different Federal Employer Identification Numbers (FEIN). It's not something that is endangering the business but shows some of the disfunction and mismanagement that's gone on during our history and exacerbated by rotating door in the GM role. Fixing this will take a while, he did not present a timeline yet plans to start working on it this month and will give an update on 2/1/24 on what he learns.
3. Finally, Sevananda's finances not being completed is not a generally accepted business practice. The Board is aware of this, but it should be included here. Operations continue to wait for NCG to support us in getting caught up and have a plan in place for how to stay current once that happens. Chris plans to report back on this on 2/1/24 for NCG's latest update and progress.

### **Policy III-9**

POLICY TITLE: Emergency GM Succession

*"The GM shall not fail to protect the cooperative from sudden loss of GM services. Further, without limiting the scope of the previous statement by the following, he or she shall not: 1. Fail to have an emergency short-term plan in place that includes one manager sufficiently familiar with Board and GM issues and processes to enable them to take over with reasonable proficiency as an interim successor. 2. Fail to communicate the emergency plan to the board on an annual basis."*

Chris R. presents the Emergency GM Succession plan to the Board reporting the Interim General Management team as follows:

Operation Team: Dimitri Lefever, Michelle Tabor, Deborah Mccrary.

Admin Team: Carolyn Renee, Cheranna Dottin and Heather Massey

*See Notes for full details.*

After going through the decision tree for acting on Monitoring Reports the Board believes the operational definition interpretation was reasonable, had adequate data to determine compliance/

accomplishment. The Board moves forward with voting on GM Monitoring Policy III-1 & III-9

Dr. Chennault motions to approve Policy III-1 Global Executive Constraints as out of compliance with action plan.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

***Motion carried.***

Edith Love. motions to approve Policy III-9 GM Succession as in compliance.

2<sup>nd</sup>: Dorthea Gates.

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

***Motion carried.***

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

The Board did not see anything in Policy III-1 Global Executive Constraint or III-9 GM Succession that needed to be addressed immediately by way of an Ad Hoc Committee.

### **Board Policy Monitoring**

Policy IV-3

Policy Type: Board GM Linkage

Policy Title: Accountability of GM

“The GM is the board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the GM.”

After thoroughly reviewing this policy and discussing the Board deems it appropriate to move forward with motioning this policy as in compliance. They are fully aware that they are unable to evaluate the GM for anything that is not in the policies.

Dorothea G. motions to accept Board Monitoring Policy IV-3 as in compliance.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes  
Dr. Chennault- Yes.  
Jessica McMorris-Yes.

**Motion carried.**

### **Board Policy Review**

#### **Policy IV-1**

**Policy Type: Board GM Linkage**

**Policy Title: Global Governance Management.**

*“The board’s sole connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer titled General Manager (GM).”*

The Board asked General Manager Chris R. his opinion on this policy, and he stated that the Board is in compliance with this policy. The full Board agreed.

Gerrard B motions to a Policy IV-1 Global Governance Management as in compliance.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-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 goes through each item in this policy one at a time deeming each item as in compliance.

Dorothea G. motions to accept Board policy IV-5 Monitoring GM Performance as in compliance.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

**Motion carried.**

#### **Policy II-4**

**Policy Type: Board GM Linkage**

**Policy Title: Agenda Planning**

*“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 discussion the Board deems this policy out of compliance for the following reasons: The Board has not been driven by a multiyear work plan. This will be developed with assistance from JQ before summer. Also, due to budget purposes there is no training calendar.

**Update to be given in August 2024**

The Board annual calendar is also still in process. Board Admin Cheranna D. and Jessica M. have been actively working on the calendar together. Cheranna plans to get the calendar out by the end of January.

Gerrard B. motions to accept Board policy II-4 as non-compliance with action plan  
2<sup>nd</sup>: Edith Love.

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

**Motion carried.**

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

The Board did not see anything in Policy III-1 Global Executive Constraint, IV-1 Global Executive Commitment or Policy II-4 Agenda Planning that needed to be addressed immediately by way of an Ad Hoc Committee.

## **Committee Chair and Reports**

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

Committee Chair, Jessica McMorris.

The committee has been hard at work. As scheduled the initial draft of Phase 2 revisions to the Bylaws are complete. The attorney reviewed and gave feedback. The committee went through each bylaw one at a time. The main points addressed were around bringing the bylaws in line with best practices and Wisconsin Law. The committee was successful in doing so. Jessica presents all the bylaw changes to the Board.

### **Elections Committee**

Committee Chair: Dr Chennault

Dr C presents the elections vetting checklist to the Board. There are 6 candidates. The committee is using the vetting checklist to make sure each candidate is qualified to run. The checklist is based on the bylaws. The committee will thoroughly vet both the resumes and applications. This year the board will be using Simply Voting as used in previous years to collect ballots. There will be a voting kiosk set up instore and will be a few physical ballots at customer service. As a note, the ballots this year will include

appointed Board members to be voted on by the Owners because anyone appointed to the Board can only be appointed for a partial term until the next election.

### **GM Evaluation Committee**

Committee Chair: Gerrard Boyd.

The committee is pleased to announce that the GM Contract Extension has been signed by both the General Manager and the Board President. The GM Evaluation has been made a standing committee and is working towards planning out the calendar year.

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

Edith Love has been working on the revisions to the 2024 Charter. This must be updated yearly. Edith volunteers to chair the Annual Member Meeting Ad hoc Committee.

Dorothea G motions Edith Love to chair the Annual Member Meeting Committee.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

***Motion carried.***

### **Owner Linkage Committee**

The 2024 Owner Linkage Committee Charter was submitted in advance via email to the full Board for review by Jessica M.

Dorothea G. motions to approve the Owner Linkage Committee Charter as submitted via email.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

***Motion carried.***

Jessica volunteers to chair the Owner Linkage Committee.

Edith L. motions for Jessica M. to be the Owner Linkage Committee Chair.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes



Dr. Chennault- Yes.  
Jessica McMorris-Yes.  
*Motion carried.*

Dr. Chennault motions to approve all committee reports.

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

*Motion carried.*

**Adjournment:**

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

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

Votes Taken:

Edith Love- Yes.

Gerard Boyd- Yes.

Dorothea Gates-Yes

Dr. Chennault- Yes.

Jessica McMorris-Yes.

*Motion carried.*

8:34PM EST

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

**Tuesday January 23rd, 2024**

**Board Members Present:** Board President Jessica McMorris, Board Co Secretary Dorothea Gates, Board Member Edith Love, Board Treasurer Dr. June Chennault and Board Co Secretary Gerard Boyd.

**Board Members Absent:** Fabian Simpson.

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

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**Member Owners Present**

Gregory Daniels, Nadia Giordani, Angela Lee and Natasha Daniels

**Owner Comments**

Member Owner Nadia Giordani introduces herself and expresses how happy she is to be in the meeting. She's been a member of the Co-op for over 30+ plus.

Member Owner Angela Lee introduces herself to the Board. She has been a member for 10-15 years. She patronizes the neighborhood quite frequently and the herb counter at Sevananda has helped her business for many years.

**Board Decisions Made by Email**

**GM Reporting**

**FYI Report**

Updates

Policy III-6 Financial Conditions & Activities.

Policy III-5 Financial Planning & Budgeting

Policy III-4 Treatment of Staff, Item 4

Policy III-7 Asset Protection, Item 9

**GM Policy Monitoring**

III-1 Global Executive Constraints

III-9 GM Emergency Succession

**Board Policy Monitoring**

II-1 Global Executive Constraints

IV-1 Global Executive Commitment

II-4 Agenda Planning

**Committee Reports**

**Bylaw Revision Ad Hoc Committee Final Bylaws**

**Elections Committee Vetting Checklist**