



## SEVANANDA NATURAL FOODS MARKET

### REGULAR BOARD MEETING

Tuesday July 23rd, 2024

**Board Members Present:** Board President Jessica McMorris, Board Vice President Edith Love, Board Member Gregory Daniels, Board Member L'Angela Lee, Board Member Dr June Chennault, Board Secretary Beverly Perkins.

**Board Members Absent:** Board Treasurer Nadia Giordani

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

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**Timekeeper:** Dr June Chennault

**Cue taker:** Jessica McMorris.

#### **Call to Order/Welcome/Roll Call**

Board President Jessica McMorris called meeting to order at **6:34 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 July 2024 agenda.

Gregory Daniels motions to approve the July 2024 regular Board meeting agenda as submitted with edits by email.

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

Votes Taken:

Jessica McMorris-Yes.

Edith Love-Yes

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

**Motion carried.**

#### **Approval of June 2024 Minutes.**

Due to there being pages missing from the June 2024 Minutes when the package was scanned and submitted, the Board tables the minutes to email for everyone to fully review.

Edith Love motions to table the vote on the June 2024 regular Board minutes to email.

2<sup>nd</sup>: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Edith Love-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 42 new Owners for the month of June 2024. (5) of those new Owners invested \$120.00 for 6 full shares. As per repurchase of shares there were (0) members.

### **Decisions Made by the Board Outside of the Regular Meeting**

**6/25/2024-7/23/2024**

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 2024 sales were up compared to 2023. June 2023 sales were 607,733 and June 2024 was 617,952 showing a 1.7% sales growth. Store traffic was down 223 customers which means we are selling more goods to less people. July 2024 is already off to a 6% sales growth so far. Our EBT is finally back on after 12 weeks of being shut off. Chris R is now listed as an Owner of Sevananda for Georgia EBT purposes.

Chris Bartlett who is the financial advisor at Roanoke Co-op in Virginia has begun assisting with financial support to Sevananda. Chris has been diligently working with him processing the 2nd Quarter financials.

We are still in the process of hiring an assistant Grocery Manager, Human Resources as well as a Produce Manager. We have received great HR applications and are in the process of reviewing. Store labor is down drastically from last year due to turning our profitability around.

Although we continue to maintain weekly E-blasts and marketing in efforts to spread awareness of Sevananda, a part-time marketing hire is needed and will be the next position to fill after HR. A lot of energy has also gone into improving the store overall.

The salad bar is going away this week and will be replaced by fresh prepackaged salads, sandwiches and juices.

*See Report for full details.*

## **GM Policy Monitoring Updates**

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

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

Chris contacted the SBA-Covid Loan Division about getting access to our loan information and is now the point person for the SBA Loan. He will continue to report back as this unfolds.

#### **7. Allow late payment of contracts, payroll, loans or other financial obligations.**

Nothing has moved on Sevananda's refrigeration bills with the two companies or Wegner the CPA. We are waiting to hear back from Dorsey law firm on our inquiries to them about the discrepancies between their cost estimates and the actual bills. Chris plans to keep the Board updated.

### **Policy III-9 Emergency GM Succession**

The final document is complete. Chris updated his report for this policy to reflect up to date names with current staff who will step up and take on certain responsibilities for the GM role to continue in the event he is unable to fulfill his/her service duties. This document provides the names of staff, and their roles based on their position and key and codes they have access to. Chris reports this report as in compliance.

**See Report for full details.**

## **GM Policy Monitoring**

For the month of July 2024, the GM monitors  
**Policy III-10 Communication & Support to the Board.**  
**POLICY TYPE: Executive Limitations**

*"The GM shall not permit the board to be uninformed or unsupported in its work."*

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 this policy as **"in compliance"**.

**Tabled due to missing information to the August 2024 Board meeting.**

**Policy III-11 Board Logistical Support**  
**POLICY TYPE: Executive Limitations**

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

After thoughtful consideration this policy as **"not in compliance"** due to item:

4. Provide inadequate information and notice to member-owners concerning Board actions, meetings,

activities and events.

We will begin working on archiving documents and report back in the August 2024 meeting.

***Tabled due to missing information to the August 2024 Board meeting.***

Edith Love motions to table the GM Monitoring report for **Policy III-10 Communication & Support to the Board** to the August 2024 Board Meeting.

2<sup>nd</sup>: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Edith Love-Yes

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

***Motion carried.***

Edith Love motions to table the GM Monitoring report for **Policy III-11 Board Logistical Support to the August 2024 Board Meeting.**

2<sup>nd</sup>: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

Edith Love-Yes

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

***Motion carried.***

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

The Board did not see anything in **Policy III-11 Board Logistical Support & Policy III-10 Communication & Support to the Board** that needed to be addressed immediately by way of an Ad Hoc Committee. However, the Board suggests Chris table both reports for Chris to add a conclusion at the end of his reporting's.

### **Board Policy Monitoring**

#### **Policy IV-4**

**Policy Type: Governance Process**

**Policy Title: Delegation to the GM**

*"The Board delegates authority to the GM through written Ends and Executive Limitations policies."*

After thoroughly reviewing this policy and discussing the Board reports this policy as **"in compliance"**.

Beverly Perkins motions to accept **Policy IV-4 Delegation to the GM** as in compliance.

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

Votes Taken:

Jessica McMorris-Yes.

Edith Love-Yes

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

*Motion carried.*

## **Policy II-6**

**Policy Type: Governance Process**

**Policy Title: Board Code of Conduct**

After thoroughly reviewing this policy discussing the Board Reports this policy as “in compliance”.

Beverly Perkins motions to accept Policy II-6 Board Code of Conduct as in compliance.

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

Votes Taken:

Jessica McMorris-Yes.

Edith Love-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-7 Board Committee Principles or Policy II-6 Board Code of Conduct that needed to be addressed immediately by way of an Ad Hoc Committee.

## **Brief Board Briefs**

### **Little Five Points Parade**

Each year Little Five Points hosts a huge Halloween Parade. There is lots of traffic in our store. This parade gives businesses an opportunity to participate by building floats or simply walking in the parade. We are putting a call out to our member owners to get the wisdom of someone who may be knowledgeable of how to build a float. We're going to do a 70's theme. There will be an email going out to the Owners asking for volunteers with executing this project. The parade is also during the month of Sevananda's 50th Anniversary so this will be a part of our anniversary festivities.

## **Committee Chair and Officer Reports**

### **Annual Member Meeting Ad Hoc Committee Debrief**

Committee Chair: Edith Love  
Reported on by, Jessica McMorris.

The committee has not been meeting. They're on pause. They're trying to resolve the financial challenges with the attorney. Once that is cleared up, they will be able to move forward with the next steps. There is a plan to reschedule the Annual Member Meeting but no final dates yet. A communication will go out to who attended and RSVP'd will get a follow up email that we are working on it and will present a solution as soon as one is created.

### **GM Contract and Evaluation Committee**

Committee Chair: Nadia Giordani

The GM contract is signed and put in the records. It's a 18 month contract. The committee will now begin working on the monitoring tracking document updated to start using as a useful monthly tool that will feed in the GM eval process. The Annual GM Evaluation process will begin in October, to be completed in December.

### **Owner Engagement Committee**

Committee Chair: L'Angela Lee.

L'Angela wants to begin sending out communications to get Owners excited about engaging. The committee has a meeting coming up and she is ready to give this committee some light. The committee will discuss engagement ideas in the committee meeting. The committee chair presents to the Board for vote the updated committee charter, which reflects the change in committee name.

Nadia Giordani motions to approve the updated Owner Engagement Committee Charter as submitted.  
2<sup>nd</sup>: Dr June Chennault

Votes Taken:

Jessica McMorris-Yes.

Edith Love-Yes

L'Angela Lee-Yes.

Gregory Daniels-Yes.

Beverly Perkins- Yes.

Dr June Chennault-Yes.

**Motion carried.**

### **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 Bylaw Revisions. Once committee work is complete, they will present it to the full board for review and vote and then to the attorney to review for legal soundness. The Board will then have to give a 30-day notice of the bylaw update/change to the Member Owners before making the second attempt for Member-Owners to vote on the Bylaws.

Edith Love motions to approve all committee reports as submitted.

2<sup>nd</sup>: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.  
Edith Love-Yes  
L'Angela Lee-Yes.  
Gregory Daniels-Yes.  
Beverly Perkins- Yes.  
Dr June Chennault-Yes.

*Motion carried.*

**Adjournment:**

L'Angela Lee motions to adjourn the July 2024 Regular Board Meeting.

2<sup>nd</sup>: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.  
Edith Love-Yes  
L'Angela Lee-Yes.  
Gregory Daniels-Yes.  
Beverly Perkins- Yes.  
Dr June Chennault-Yes.

*Motion carried.*

8:22PM EST

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

**Tuesday July 23rd, 2024**

**Board Members Present:** Board President Jessica McMorris, Board Member Gregory Daniels.

Board Member L'Angela Lee, Board Member Dr June Chennault, Board Secretary Beverly Perkins.

**Board Members Absent:** Board Treasurer Nadia Giordani

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

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**Member Owners Present**

Donna Roberts

Deborah Bonaparte

**Owner Comments**

Deborah Bonaparte asks the Board about item II.C on the agenda "Votes Outside of the Regular Monthly Board Meeting". She wants to know where these are stored, if Executive. The Board responds that those are stored in Executive session minutes.

Donna Roberts asked the Board for the meaning of fully vested. The Board responds that fully vested means the owner has purchased all 6 shares at \$120.00.

**Decisions Made by the Board Outside of the Regular Meeting**

**6/25/2024-7/23/2024**

Board Decisions Made by Executive Session and Email Report.

**GM Reporting**

FYI Report

**GM Policy Monitoring Updates**

Policy III-10 Communication and Support to the Board

Policy III-11 Board Logistical Support

**Board Policy Monitoring**

Policy IV-4 Delegation to the GM

**Additional Reports**

None