



SEVANANDA NATURAL FOODS MARKET

REGULAR BOARD MEETING

Tuesday June 25th, 2024

Board Members Present: Board President Jessica McMorris, Board Treasurer Nadia Giordani, and Board Member Gregory Daniels.

Board Member L'Angela Lee present via ZOOM.

Board Member Dr June Chennault present via ZOOM 6:39PM-7:04PM then present in person.

Board Secretary Beverly Perkins present at 7:06PM.

Board Members Absent: Board Vice President Edith Love.

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

Timekeeper: Dr June Chennault

Cue taker: Jessica McMorris.

Call to Order/Welcome/Roll Call

Board President Jessica McMorris called meeting to order at **6:39 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 June 2024 agenda.

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

2nd: Nadia Giordani

Votes Taken:

Jessica McMorris-Yes.

L'Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

Approval of May 2024 Minutes.

Nadia Giordani motions to approve the May 2024 meeting minutes with edits submitted by email.

2nd: L'Angela Lee

Votes Taken:

Jessica McMorris-Yes.

L'Angela Lee-Yes.
Nadia Giordani-Yes.
Gregory Daniels-Yes.
Dr June Chennault-Yes.

Motion carried.

Purchase/ Repurchase of Shares

General Manager Chris Roland reports 31 new Owners for the month of May 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

5/28/2024 -6/5/2024

Jessica read into the record all board decisions made outside of the regular board meeting as well as the Executive Session through email.

"See Report for Full Details"

FYI Reporting

Chris Roland, General Manager

Sales & Updates

May sales were down slightly. Store traffic was down 450 customers from 19,417 in 2023 to 18,967 in 2024. Chris believes it's due to EBT. The market basket for the month, which is the average transaction amount, did grow about fifty cents to \$33.29 per transaction.

Every year we are required to update the Federal Government SNAP Department of the USDA with our new board members to retain our EBT status. This hadn't been done in a couple of years so when we completed it at the beginning of the year it showed a lot of new names. Anytime the board changes over 50% of its members they require a new application. We turned that application around very quickly, but they still said they had to turn off our current EBT access.

We have all our documentation with the FNS (Food Nutrition Services) for our new EBT license and are now just waiting to hear back from them on our application.

Chris plans to update the board as news comes in on our new license, including if it seems like it will be delayed. Sevananda's outside finance person, Hillary Porterfield has backed out of engaging with accounting stating that she doesn't have the time. Chris R has connected with Chris Bartlett who is the Finance Director at Roanoke Natural Foods Co-op in Roanoke, VA. They are in the process of coming to an agreement on support, but he believes support at a certain capacity for free and then proposes something very affordable for mid-long term finance support.

Operations continue to maintain weekly E-blasts and marketing in efforts to spread awareness of Sevananda and the uniqueness we offer. A lot of energy has also gone into improving the store overall.

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.

The loan officer for our SBA loan is no longer there, so Chris contacted the SBA-Covid Loan Division about getting access to our loan information and am awaiting their reply. He will update the Board as he gets access and learn more details.

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.

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 For any grievances against the General Manager, staff is to reach out to the Board President.

See Report for full details.

Nadia Giordani motions to accept the 2024 operational budget for Sevananda.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Beverly Perkins- Yes.

L'Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

GM Policy Monitoring

For the month of June 2024, the GM monitors

Policy III-8 Compensation & Benefits

POLICY TITLE: Executive Limitations

"With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the GM shall not cause or allow jeopardy to fiscal integrity or public image"

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 “not in compliance” due to section 4b and Sevananda not offering “some basic level of benefits to all full-time employees”. This will be something that he needs to initiate and put in place.

Action Plan: Chris will start this process and report back by 8/31/24. Update on Policy III-8 to be given in September 2024 Board Meeting.

See Report for full details.

Policy III-4 Treatment of Staff

POLICY TITLE: Executive Limitations

“The General Manager shall not treat staff in any way that is unfair, unsafe, or unclear.”

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” He believes that all staff must be treated fairly, while focusing on safety with clear expectations, communications, and enforcement of Co-op policies.

See Report for full details.

Executive Limitations (EL) Policy Review

The Board did not see anything in **Policy III-8 Compensation & Benefits or Policy & Policy III-4 Treatment of Staff** that needed to be addressed immediately by way of an Ad Hoc Committee.

Dr June Chennault motions to accept the GM Monitoring report for Policy III-8 Compensation and Benefits as out of compliance with action plan.

2nd: Nadia Giordani

Votes Taken:

Jessica McMorris-Yes.

Beverly Perkins- Yes.

L’Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

Beverly Perkins motions to accept the GM Monitoring report for Policy III-4 Treatment of Staff in compliance.

2nd: Gregory Daniels-Yes.

Votes Taken:

Jessica McMorris-Yes.

Beverly Perkins- Yes.

L’Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

Board Policy Monitoring

Policy II-7

Policy Type: Governance Process

Policy Title: Board Committee Principles

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

After thoroughly reviewing this policy and discussing the GM reports this policy as in compliance. Presently the GM Evaluation/ Contract Renewal Committee has been dealing with the request for proposal (RFP) and working with the attorney on the final contract for the Board. The Bylaw Revision Committee did a complete bylaw revision with the attorney and presented it to the Board. Also, there was an active charter created for every committee.

Nadia Giordani motions to accept Policy II-7 Board Committee Principles as in compliance.

2nd: Dr June Chennault

Votes Taken:

Jessica McMorris-Yes.

Beverly Perkins- Yes.

L’Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

Policy II-6

Policy Type: Governance Process

Policy Title: Board Code of Conduct

After thoroughly reviewing from the May 2024 Board Meeting and discussing the GM Reports this policy as in compliance.

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.

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

2nd: Nadia Giordani

Votes Taken:

Jessica McMorris-Yes.

Beverly Perkins- Yes.

L’Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

Brief Board Briefs

Upcoming Events

Fourth of July Cookout

Sevananda will be hosting its annual Fourth of July cookout this year. We will set up tents, a grill and seating area in front of the store and will be selling vegan BBQ style meals from 11am-4pm. Any Board member that would like to volunteer to assist would be appreciated.

Committee Chair and Reports

Annual Member Meeting Ad hoc Committee Debrief

Committee Chair: Edith Love

The committee has not been meeting. They're trying to resolve the financial challenges with the attorney. The committee plans to reengage and send out an email to the full Board about how to resolve this matter.

GM Contract and Evaluation Committee

Committee Chair: Nadia Giordani

The committee has met twice since the May 2024 Board meeting. They submitted the proposed changes to the RFP, and the full Board approved those changes. The committee has until June 30th. They are actively working within their timeline and will have a signed contract by July 1st. Their next meeting is scheduled for Sunday June 30th at 3pm to help the Board complete the contract renewal process.

Owner Engagement Committee

Committee Chair: L'Angela Lee.

The charter for this committee was updated. Primarily the name was changed from Owner Linkage Committee to Owner Engagement Committee. L'Angela also made a few grammatical updates but nothing further was changed. She expresses her eagerness for the next steps and to recruit volunteers for this committee.

Nadia Giordani motions to approve the updated Owner Engagement Committee Charter as submitted.

2nd: Dr June Chennault

Votes Taken:

Jessica McMorris-Yes.

Beverly Perkins- Yes.

L'Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

Bylaw Revision Committee.

Committee Chair: Jessica McMorris.

The committee completed their part and required legal notice was given of the revisions to the Member Owners. The proposed new bylaws were presented and the Annual Member Meeting. Unfortunately, the quorum was not met at the meeting when it was time to vote. The committee is regrouping on how to proceed in a simple, cost-effective way. Jessica plans to reengage the committee to do more work. Once this work is completed this committee dissolves because it's an ad hoc committee.

Beverly Perkins motions to approve all committee reports as submitted.

2nd: L'Angela Lee.

Votes Taken:

Jessica McMorris-Yes.

Beverly Perkins- Yes.

L'Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

Adjournment:

Nadia Giordani motions to adjourn the June 2024 Regular Board Meeting.

2nd: Gregory Daniels

Votes Taken:

Jessica McMorris-Yes.

Beverly Perkins- Yes.

L'Angela Lee-Yes.

Nadia Giordani-Yes.

Gregory Daniels-Yes.

Dr June Chennault-Yes.

Motion carried.

8:42PM EST

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REGULAR BOARD MEETING NOTES

Tuesday June 25th, 2024

Board Members Present: Board President Jessica McMorris, Board Treasurer Nadia Giordani, and Board Member Gregory Daniels.

Board Member L'Angela Lee present via ZOOM.

Board Member Dr June Chennault present via ZOOM 6:39PM-7:04PM then present in person.

Board Secretary Beverly Perkins present at 7:06PM.

Board Members Absent: Board Vice President Edith Love.

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

Member Owners Present

None

Owner Comments

None.

Decisions Made by the Board Outside of the Regular Meeting

5/28/2024 -6/5/2024

Board Decisions Made by Email Report

GM Reporting

FYI Report

GM Policy Monitoring Updates

Policy III-6 Financial Conditions & Benefits

Policy III-9 Emergency GM Succession Update

GM Policy Monitoring

Policy III-8 Compensation and Benefits

Policy III-4 Treatment of Staff

Additional Reports

None