

**SEVANANDA NATURAL FOODS MARKET**

**REGULAR BOARD MEETING**

**Tuesday October 24th, 2023**

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

Board Treasurer Dr. June Chennault present via Zoom Platform. *Director Dr. June Chennault steps away from 7:45pm-7:51pm. (pg.4)*

Board Vice President Member Fabian Simpson present @ 6:59PM

**Board Members Absent:**

**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 **6:47 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 October 2023 agenda.

Dorothea Gates motions to approve the October 2023 regular Board meeting agenda as submitted.

2nd: Edith Love.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

*Motion carried.*

**Approval of September 2023 minutes.**

Edith L. motions to approve September 2023 meeting minutes with edits submitted by email.

2nd: Gerrard Boyd.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Fabian Simpson- Yes

*Motion carried.*

**Purchase/ Repurchase of Shares**

General Manager Chris Roland reports 46 new Owners for the month of October 2023. (4) of those memberships were paid in full. As per repurchase of shares there was (0) resignation to report.

**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 Reporting**

Chris Roland, General Manager

Sales & Updates

For the month of September 2023 Sevananda had 4% sales growth which was the highest sales growth since March 2023. Store traffic is up 9%. The customer count for September 2023 was 1600 more than September 2022. Our cash on hand fluctuated between $80k- $180k. We are striving for 20-30 days cash on hand.

On October 21st, the Little Five Points annual Halloween parade took place. This parade resulted in Moreland Ave being shut down for hours midday. A lot of our regular weekend shoppers could not drive up to the store. There was a lot of walk-up traffic. However, the traffic was majorly from the parade and the basket size was low due to shoppers buying mostly snacks and drinks causing a decrease in sales. The Front End was understaffed but did an amazing job with the traffic.

*See Report for full details.*

Updated Keys Codes & Check Signing Document

This document presents a list of who on staff has access to what as per keys to store, alarm codes and checks signing authorization. Currently on bank access is Heather Massey and Chris Roland. Checks over $1k require more than one signature to be accepted by any financial institute. Chris R plans to give an update on choosing a 3rd operational level person with bank access and a backup staffer for a second signature if Chris is offline or unavailable.

*Full report included in September Board meeting packet.*

**GM Policy Monitoring Updates**

For the month of October 2023, the GM monitors Policy III-7 Asset Protection.

“The General Manager must not allow assets to go unprotected, unreasonably risked, or inadequately maintained.

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 items:

Section 5. Allow data, intellectual property, or files to be unprotected from loss, theft, or significant damage. a. Allow improper usage of member-owners’ and customers’ personal information.

Section 9. Allow damage to the Cooperative’s public image.

Section 10. Fail to keep all appropriate licenses current.

Below is a timeline for correction of these issues.

Section 5 - Department Budgets: Operations will see how 2023 ends with department-wide margins and if needed look to install purchasing budgets in Q1, 2024.

Section 9 - Public Image: Chris R plans to procure Sevanada's Google page administrator role asap, but no later than 11/30/23. Some things move very slowly working with changing over security/administrative rights with large companies (i.e., Google, Facebook, etc.)

Section 10 - Licenses: Chris R along with the accounting is turning in the necessary paperwork on 10/23/23 to Atlanta Business Tax Department and will report back once it has been granted.

*Full report included in September Board meeting packet.*

Executive Limitation Policy Review

Policy III-7 Asset Protection

The Board and the GM both agree that this policy does not need to be reviewed.

**Board Policy Monitoring**

Policy IV-2

Policy Type: Board GM Linkage.

Policy Title: Unity of Control

*“Only officially passed motions of the board are binding on the GM”*

After thoroughly reviewing this policy and discussing the Board deems it appropriate to move forward with motioning this policy as in compliance. No review needed.

Dorothea G. motions Board policy IV-2 Unity of Control as in compliance.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

Fabian Simpson- Yes828.5.

*Motion carried.*

Board Linkage Policy Review

Policy IV-2 Unity of Control

The Board agrees that this policy does not need to be reviewed.

*Director Dr. June Chennault steps away from 7:45pm-7:51pm.*

**Brief Board Briefs**

Meditation Workshop

Jessica McMorris has been offering weekly meditation classes. The next steps would be contacting Owners asking who is interested in doing workshops. Workshops will be held on Tuesday’s, Wednesdays, and Thursdays when the parking lot traffic is light. The goal is to shine light on education, keeping that as the main mission of Sevananda.

**Committee Reports**

Draft Bylaw Revision Ad Hoc Committee

Committee Chair, Jessica McMorris.

The draft of the bylaw revisions was submitted via email of the timeline for vote. Not all board members voted via email. Jessica brings the vote is being brought forward in the Board meeting for the committee to be able to actively move forward. The draft was also emailed and once this is voted on it will be submitted to the attorney

Dorothea G motions to accept the Bylaw Revision Committee Phase 1 timeline as submitted.

2nd: Gerrard Boyd.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes

Fabian Simpson- Yes

*Motion carried.*

*Full Bylaw Revision Committee Timeline available upon request.*

**Bylaw Revision Committee proposed bylaw Revisions.**

The committee submitted the draft bylaw revisions with rationale to the full board.

Dorothea G. motions to accept the draft bylaw revisions to submit to the attorney for review.

2nd: Gerrard Boyd.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

*Motion carried.*

*Full Draft Bylaw Revisions available upon request.*

Elections Committee

Committee Chair: Dr Chennault

Report given by Committee Member Jessica McMorris on behalf of Dr.Chennault.

A charter was created for this committee and voted on. The committee reviewed the election template/ document. They do not have a standing meeting yet, but they do have a proposed timeline. The timeline was reviewed by the full board. The timeline includes key process dates. They are aiming to announce elections the week of December 10th. The elections will run through March 23rd. Operations are heavily involved in rolling out as per marketing and getting information in the store and out to the membership.

Edith Love motions to approve the timeline for the elections committee.

2nd: Fabian Simpson

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

*Motion carried.*

*Physical Elections timeline available upon request.*

GM Evaluation Committee

Committee Members: Jessica McMorris, Edith Love, and Gerrard Boyd.

The committee charter was created and presented to the full board. This document was submitted in advance via email.

*Physical GM Evaluation Charter document available upon request.*

Dorothea Gates motions to approve the GM Evaluation and Contract renewal committee charter.

2nd: Fabian Simpson.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

*Motion carried.*

GM Evaluation Contract Renewal Proposed Timeline

Gerrard Boyd reviews the full timeline with the Board along with a written report with key dates, details, and important deadlines.

*The written report was submitted for the record and available upon request.*

Dorothea Gates motions to approve the GM Evaluation & Contract Renewal timeline

2nd :Fabian Simpson.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

*Motion carried.*

Dorothea Gates motions to approve all committee reports as submitted.

2nd: Edith Love.

Votes Taken:

Dorothea Gates-Yes

Dr. Chennault- Yes.

Edith Love- Yes.

Gerard Boyd- Yes.

Jessica McMorris-Yes.

*Motion carried.*

Dorothea Gates motions to adjourn the regular Board meeting session.

2nd: Edith Love.

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 October 24th, 2023**

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

Board Treasurer Dr. June Chennault present via Zoom Platform. *Director Dr. June Chennault steps away from 7:45pm-7:51pm. (pg.4)*

Board Vice President Member Fabian Simpson present @ 6:59PM

**Board Members Absent:**

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

**Member Owners Present**

Beverly Perkin

**Owner Comments**

Member Owner Beverly Perkins comments that she is noticing a lot of great changes with the board of directors. She also feels great energy when she enters the store.

**Board Decisions Made by Email**

**GM Reporting**

FYI Report

**GM Policy Monitoring**

III-7 Asset Protection

**Board Policy Monitoring**

Monitoring Board Performance

IV-2 Unity of Control

**Committee Reports**

Bylaw Revision Committee proposed bylaw Revisions

Election Committee Timeline

Bylaw Revision Ad Hoc Committee Timeline

GM Evaluation Contract Renewal Report

GM Evaluation Contract Renewal Timeline