



Board of Directors Meeting Minutes

Tuesday, February 28, 2023 (5:00 – 7:08 pm ET)

Virtual Conference call via Microsoft Teams

The meeting was called to order at 5:04 pm EST

Board Members in Attendance:

CE Pugh, Dave Blackburn, Felicia Coleman, George Audi, Rosemary Mahoney, Wis Benoit, Zoila Rivera, Amber Hall

Board Members Absent:

Angelique Taylor

Others in Attendance:

Troy Bond (CEO,) Rene Deschene (Finance Manager), Madelon Givens (Marketing & Community Outreach Manager), Diane Bass (Graphic Designer), Edea Baily (CCM member), Raymond Hubbard (CCM member)

Agenda Review: Approved, no changes.

Meeting Minutes: Board confirmed electronic approval of the November 2022 meeting minutes.

Open Member Time/Member Questions:

- No questions or comments from members.

CEO Reporting:

Monthly update report & Review of Quarter and YTD Financials:

- Sales up and labor down consistently.
- Management has completed application to sell lottery tickets, viewing this as an income generating activity that requires no inventory, minimal labor and helps the community through tuition programs. Management estimates lottery tickets sales will conservatively generate \$18,000 annually. A casual poll of cooperative members indicated support for selling lottery tickets. The Board discussion covered whether any licensing was required; risks; potential benefits to the cooperative; whether it would increase traffic to the store to shop for groceries; is selling lottery tickets a need; whether management has considered the attention needed if a subset of cooperative members strongly oppose this new service; whether a casual poll is adequate input from the cooperative members; and whether selling lottery tickets helps us accomplish our Ends. On a motion by CE Pugh, seconded by Wis Benoit, and with unanimous support, the board voted to pause the discussion, asked management to hold on offering lottery tickets until it received feedback from the board and added this topic to the executive session agenda scheduled for after the meeting.

B1 - Financial Condition Monitoring Report:

- Monitoring report reporting non-compliance. The board voted to accept the report on a motion by CE Pugh, seconded by Zoila Rivera. Discussion followed, including request for management to add language to the report explaining the plan for coming into compliance with policy and on Page 8, to replace “NCG says” with “the CCM board”. Board voted to accept the report with requested amendments.
- Discussion highlights included improving issues with distributor so getting better order fulfillment, personnel changes are yielding improvements; emphasis on growth in members is working, the goal is to get to 3,000 members; administration is leaner; and all cleaning is done in-house.

B2 - Plan and Budget:

- Plan and budget were updated since last meeting to include changes requested by the board. Updated plan based on actuals from 2022 which improves the forecast. A \$200,000 loan has been added to the plan with the hope that it is not needed. The plan and budgets do not reflect weekly sales and labor to-date for 2023.
- Management asserts compliance with B2.
- CE Pugh makes a motion to accept the report with the understanding that the CCM board will be notified prior to the next board meeting if these projections are not being met. The board would also like more feedback on what circumstances would necessitate a change in approach? How much worse does it need to be for management to say, ‘this plan is no longer viable’. And what are the steps to respond. Essentially, the board would like to see a Plan B, if this plan is not working. Zoila Rivera seconded the motion and it passed unanimously.

B6 – Staff Treatment:

- Motion to accept B6 monitoring report by Rosemary Mahoney, second by Felicia Coleman.
- Discussion. Management thanked for the report and the great improvement in staff treatment. Management noted improvement across the board as well as better participation in the staff survey. There remain areas for improvement, but overall numbers are much stronger. Some questions added to previous survey. Plan is to use this survey going forward so trends can be monitored.
- Motion to accept report passes unanimously.

B8 – Board Support:

- Dave Blackburn motions to accept, second by Rosemary Mahoney. Passes unanimously.

Break until 6:45 PM

Board Committee Updates:

Governance Committee Update:

- Two board openings. Amber Hall will run for re-election and will continue on the board, and Edea Baily will run for the other seat. No other candidates.
- Management will review the election guidelines for April 28 election start and will let the board know if anything more is needed for the board election.



- Committee will begin preparing election materials.

Audit Committee Update:

- Dave Blackburn reported that the committee has hired Audrey Griffin to provide a review, BOD should receive the review report in April.
- Management completed a review of internal controls with Audrey and received recommendations on checks and balances to implement. Just awaiting the review report.
- Review report will be included in May packet and Audrey Griffin will be invited to present to the board and to answer questions.

Joined by Edea Baily, board candidate, who was introduced and sat in on the remainder of the board meeting.

Board Policy Review:

D4 – CEO Evaluation:

- CEO Evaluation coming up for next board meeting. Board will review 2022 monitoring reports for compliance and non-compliance. Rosemary Mahoney will compile this summary for the board. Board will discuss CEO compensation during executive session.

Closings:

Review decisions, tasks, assignments:

- ENDS report is due for the May meeting packet, as well as the Annual report.

Reviewed Board Calendar

- Board calendar will be updated by CE Pugh and shared with the board. Board calendar will be posted on the CCM website when ready.

Meeting Adjourned at 7:08 pm EST on motion by Wis Benoit, seconded by Zoila Rivera

Executive Session to follow for Board members only.

Executive Committee decisions:

Board Decisions Made in Executive Session

1. Board Election Candidates: Dave Blackburn moved and Wis Benoit seconded a motion to confirm the candidacy of Amber Hall and Edea Bailey for the two open board positions in this year's election.
 - a. Motion carried unanimously
2. Board Policy B1 change: Rosemary Mahoney moved and Felicia Coleman seconded a motion to add a requirement to complete a total store physical inventory count at the end of each fiscal quarter.
 - a. The motion carried unanimously
3. Florida Lottery Tickets: Rosemary Mahoney will draft a memo to CEO Troy Bond requesting additional information regarding management's plan to begin selling Florida Lottery tickets. The board reiterated its request of management to not proceed with lottery ticket sales without board approval.



4. CEO Compensation: The Board Executive Committee will prepare a proposal for an increase in CEO compensation to be considered by the full board prior to the May 2023 board meeting.