

JUST LOCAL FOOD COOPERATIVE BOARD AGENDA

Date: January 23, 2017

Place & Time of meeting: Artisan Forge Studio, 7:00 pm

Call to order and check ins: 7:00 pm

*Attending: Ryan McKone (RM), Maria Bamonti (MB), Mark Wirz (MW), James Deutsch (JD)
Rachel Hart Brinson (RHB), Terry Meyer (TM) and Matthew Cornetta (MC).*

Special Guest: James Hanke, Market & Johnson

Approval of agenda: 7:04-7:05pm

(TM 1st MC 2nd) Motion Carries.

Approval of previous minutes (December 19, 2016): 7:06-7:10

(TM 1st JD 2nd) Motion Carries (with one change regarding Nick Meyer's attendance at upcoming board meeting. Nick will "talk" at the board meeting rather than "sit in" on the board meeting).

Approval of consent agenda: 7:11-7:13

1. President's Report
2. Monitoring Report Summary

W/o objection the President's report is accepted together w/monitoring report.

Time for customer/shareholder comment: 7:14-7:16

No comments.

Agenda items: 7:17-9:00

Special Guest

1. James Hanke from Market and Johnson (7:17-7:37)
Among other things James reported that a late August completion of the store build is feasible.

Old business

1. Owner Engagement Committee Report (Terry) 7:38-7:43

*TM had no report except that the committee will meet on Jan. 31.
RHB suggests that Board Candidate statements should be collected.*

2. Board Education Committee (Rachel) 7:44-7:46

RHB reports that committee has no met.

3. E-mail article from the board (Rachel) 7:47-7:48

*RHB sent article (to be posted/published by Feb. 7)
RM is up for next month re: encouraging board participation.*

New Business 7:49-8:43

1. Annual Meeting 7:49-7:55

*RHB reports that annual meeting is 2d Tuesday of May.
MB would like to “kick off” public capital campaign at that meeting.*

2. Management Report (Maria) 7:56 -8:06

- a. BOD Help: Elections and Student Ownership

MB reports on student ownership and how the bylaws should be amended to include criteria and guidelines for student ownership. TM volunteers to work on student ownership options to be included in the bylaws.

There is also discussion on amending the Elections Candidate Packet: ends statement should be included and packet updated for 2018. RHB volunteers to work on this. 2 board seats are up for election in 2018.

3. B1: Financial Condition (Mark/Maria) 8:07-8:15

MW reports strong financial condition of JLF and a net profit of approximately \$18,000. He opines that any further increase in revenues is somewhat limited by the physical dimensions of the existing store.

- a. Dividend Disbursement.

MW recommends against disbursing dividends or at the very least disbursing them in store credit. Motion to forego disbursing/paying out dividends for 2017 (TM 1st JD 2nd) Motion carries.

4. Policy D: Monitoring Survey (Rachel) 8:15 -8:17

RHB will review survey results.

5. Transition Planning (Ryan) 8:18-8:38

RM gives presentation from book “Scaling Up.”

5a. Expectations for Board Attendance (Added agenda item).

There is a discussion about engagement and attendance and it is generally agreed that it is a logical expectation that board members make their best efforts to attend all board meetings. It is agreed also (based upon JD’s suggestion) that board members are expected to be engaged at meetings and no on their phones.

6. Future agenda items? 8:39-8:41

Succession planning for the board, in light of the fact that RHB will finish out her term in May of 2019. Leaving both a board seat and an officer’s position (President) open.

Executive session: (8:41-9:00)

Meeting is Adjourned at 9:25pm.

Future Agenda Items:

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| 1. Expansion | 4. Board Succession plan |
| 2. Board Learning | 5. Board E-mails |
| 3. C stock campaign | 6. GM evaluation |