

October BOD Meetings

October 9, 2019

Attendance: Melody Diaz-Williams, Joe Kertesz, Dan MAcRae, Melissa, Krista, Anthony, Kelsey, Cindy Dunigan, Matt Keen, Kat Polk, Sarah Daniels

Meeting started at- 6:02pm

To Do:

- BOD Directory
- Next meeting- form new election committee

- Thank you to outgoing board members and to those who ran but were not elected. We appreciate your service.

4 compost bins, 1000 lbs a month (Krista guessing 3000)

1. Introductions-

- a. Daniel McRae, shopping here 2 years, working here half year. Thinks a lot of people don't know TC exists, until you find it. (Kelsey asks what changed that? Living on this side of town). Hiring Dan was a tectonic shift—see someone who will be great, need to hire them.
- b. Melissa- longtime co-op shopper, former employee
- c. Krista and Anthony- GMS, Krista goes back to 1999, Anthony 2004 (few years later appointed to board, served 11-12 years; 2016 recruited as GM, business was almost shut down)
- d. Kelsey- owns Wonder Shop (8 years), been on the board 6-7 years; currently re-opening Sea-Level
- e. Cindy Dunigan- ran for election, co-op owner. From Columbus, Ohio. Started visiting Wilmington 13 years ago. Bought house in Wilmington last October after the hurricane. Moved here in June. Former real estate agent. Looking for next new adventure—recycling, repurpose/reusing, baking. Been an owner for a few years.
- f. Matt Keen- Owns local record store, on the board for past 4 years. Customer since 2001, consistently since 2011.
- g. Sarah- background in nonprofit management. Day job, consultant for nonprofit, Teaching- Public budgeting and financial management, Small martial arts fitness business. Runs local Cape Fear Food Council, and formerly lead planner for plays viola in myrtle beach.
- h. Kat
- i. Melody- back in Wilmington since 2012; natural products educator/marketing/sales rep since 2004; real estate agent for past 1-2 years. Passion around herbs, natural medicine and healing. Event at Battleship Park on Saturday October 19th for adoption/chihuahua. Enjoys helping with events.
- j. Joe- lived in Wilmington since 1997, from Chapel Hill. (former owner at weaver street; shopped at co-op since it was at WB); Served onboard from 04-14 (Melissa with them for some of that time). Re-joined board in 2017. Loves racquetball and going to the beach. Works in field of mental health. 2 sons and wife owns Fran's sewing circle.

2. Board buddies?
3. CDC (Columinates)
 - a. Ben offering web training to new folks (included in price already paid)
 - b. GMs speaking to him, we have not been using all of hours.
 - c. Started with past fiscal year-- \$7,000. Currently in 2nd Quarter.
 - d. Used 5.75/15= 9.2 hours remaining before Anthony
 - e. Board leadership 101/ board retreats, etc. (schedule with new board members).
 - f. They offer a lot we don't take advantage of- Anthony
 - g. Krista- at this point, pitching proposals to utilize consultant.
 - h. Looks good for NCG to use the consultant, but is somewhat political (for big projects in future, might be worth staying on their good side)
 - i. Lets try to utilize them as much as possible.
 - i. Monthly check-in monthly for GMS
 - ii. Would be ideal for board to use the majority of the hours
4. Owner feedback—Renee didn't have product anymore that he was looking for... Matt asks if its things that aren't selling or if its constantly rotating. Anthony, all of those things.
 - a. Wellness trying to move away from buying mega company products. - Matt
 - b. How to track frequency of turnover? – Sarah (GMs have a system- “2 awesome ways to track that”- Anthony)
 - c. Fly issues- when doors were open. – Melody
 - d. Melissa—Sunday hot bar looked great!
 - e. Label freezer with expired meat
5. Approve minutes from September
 - a. Elect Officers—Matt nominates Kat as secretary, Melody nominates Matt as president, Melissa as Vice President, Sarah treasurer. Sarah Daniels votes for Matt for president, Melissa for Vice president, Kat for secretary, and Sarah Daniels for Treasurer.
 - i. Melissa approves, Joe, Melody, kathryn, Matt and Kelsey second the vote for new board officers.
- 6.
7. Consultant suggests instead of check out→ did everyone have something to say.
8. More frequent meeting, and informal meetings with other BOD
9. Update BOD contact info:
 - a. Joe.Kertesz@gmail.com (don't sent to Tidal Creek email).
 - b. Danielm@tidalcreek.coop – Dan MacRae (910)471-0696
 - c. Melissa Porter- (Matt shares) 218-230-6189 : Melissap@tidalcreek.coop (not yet confirmed)
10. Self-governance for Board / Board process monitoring
 - a. Policy to acknowledge each month – one for GMS and one for BOD
 - b. Danica sent GM policy register
 - c. BOD policy register self-audited→ acknowledge the policy, and observe how we're fulfilling it. A tool/window to discuss where to improve. 90% of the time

board would agree with it, but there were times things went unnoticed until self-governance occurs with the BOD.

i. Ex. Global governance management

11. Policy 3.1 → Unity of control

a. Only officially passed motions of the board are binding on the GM.

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the GM except in rare instances when the board has specifically authorized such exercise of authority.

2. In the case of board members or committees requesting information or assistance without board authorization, the GM can refuse such requests that require, in the GM's opinion, a material amount of staff time or funds or is disruptive.

12. Melissa asks about 2.6, who are the two successors for the GMS- Erik and Renee (in an emergency, they can keep the ship going)

13. Election conversation— Sarah and Joe want to ask for story

a. Started on 9/19: Record error (Kelsey did not need to re-run because she ran in 2018; however her term was originally 2016-2019).

b. Election had just started for two days— GMs decided to remove Kelsey from the ballot (very few with only three names on it).

i. Kelsey, mention she was told by Danica to run for board.

ii. 2018 was the first year we switched to 3-year terms which added to confusion of seats.

c. Things veered off when election committee chair mentioned on 9/19 she would contact Ben. -Anthony

d. Sunday final day of election: election committee chair called because she didn't want to come start organizing ballots until the end of the day. Krista had hoped for process to check ballots to get started. Election committee chair came in but didn't finish confirming ballot/owner numbers until Tuesday.

e. Election committee chair scheduled for committee to come Sunday, but rescheduled to talk to Ben. – Melody

f. At this point election committee-chair started breaking-down. She was very upset and did not want to do anything until she talked to Ben.

g. 2pm- Danica consulted with Ben. Danica told Anthony she didn't have time to come Monday night, and wasn't willing to hand it off. Two board members had already counted five times. Th spread was obvious.

h. In Tidal Creek history, never had to wait 48 hours to notify election contestants. Anthony says it was disruptive to operations (using purchasing office), staff was concerned, people were coming/asking ("roll call of our most awesome people).

- i. Anthony sent an email of concern, to focus on 3.1, 2 → email from Anthony confirmed we could close election, but Danica sent out a second group email to get votes to finish on Tuesday at 1pm.
- j. Now we understand the value of board policy, and it won't happen again.
- k. Next time—two months in advance plan.
 - i. Kelsey—thinks there were signs of Danica needing relief, and trying to step in sooner.
 - ii. Officers work better together in the future to avoid burn out.
 - iii. Give board more input for agenda → end of meeting check ins could acknowledge this. This should be a place where we can support each other.
 - iv. Joe- thinks over time we've gotten loose with consensus. When we've made a decision, everyone says yes or no, and can comment. Nodding is not ok. A good example of why formalities matter.
 - v. Work to make decisions on a common ground. Helps us get more formal and keep a better eye on things and have a mechanism to deal with things.
 - 1. Use a timer to keep on topic
 - vi. Sarah- formation of committees and looking at (year-round vs. ad-hoc committee)—being intentional about putting in writing, what's the commitment, what's the timeline. Spelled out in advance for mutual expectations.
 - vii. Informal creation of election committee—Anthony
 - viii. Ok for non-board members to join committees, and for BOD to be at-large.
 - ix. Anthony asks how to formally create an election committee? Nominate people, board votes to agree—Joe suggests it falls to the president.
 - 1. Going forward, this formalizes things. Ad-hoc committees can provide yearly updates (what does the committee do, what is the time commitment). – Sarah
 - 2. Clean up minutes to remove names.

14. Emergency Board Meetings

- i. When do we need/call them? Should we have planned an emergency meeting on 9/19.
- ii. Kat suggests formalizing committees will address how to know when its necessary to call an emergency meeting.
 - 1. Suggests readdressing board terms in future to balance out more to (5/4).
 - 2. Anthony suggests creating an election committee- in past, low volunteer turnout for election committee.
 - a. That's why moved to 3-year terms to lessen election challenges.
- iii. Are there provisions for executive committee—Sarah
 - 1. Asks if you're appointed why not fill remainder of term? Currently only using one year for fill-ins because of respect for democracy.
- b. Where is the list of current board positions
 - i. Create formality for storing president documents

15. Text vs. email conversation

- i. If important info needs attention, text to update that there's an email.
- ii. Melissa has to download every message individually on group texts.
- iii. Matt questions authority of decision making on texts—can't keep a record.

- 1. Sara suggests creating a document to record text messages for minutes, if that happens in the future. If going by text, set a time limit for quorum.

16. What is the job of the board—addressing through board monitoring process moving forward. We are here as checks and balances for GMS, and to support them. How BOD communicates what they want from the GM. Policy is what the board gives GMs to show what they want.

- i. The job of the board president is to set the agenda, and to keep the meeting in adherence to the agenda or delegate it to someone.
 - 1. "As long as we work together to make the best board we can get."
 - 2. Formalizing committees- try to get as much input for committees as possible (marketing).

17. Agriculture film screening—30 minutes and talk to invite candidates. Need to avoid politics. Should we consider sending questionnaire to politicians to post on blog? Need more date/time → Anthony, we can handle logistics of setting it up but let them know the date.

- a. Krista—putting information/education out there, but we need to be careful with siding with politics/pushing agendas. Kelsey talking about Farmer's Footprint, would be worthwhile to at least send the link to the video to politicians to be on the radar (it's information they should know).
- b. October 20th, next owner appreciate day (Matt will schedule for weekend of 10/20 or the following).
- c. Tidal Creek Kitchen expansion: fees to 16,000 to plan (internal readiness/financial study). Fence going up soon/ stalling expansion to wade out construction impact.
- d. Mondays are bad—not a good day for GMs
- e. Annual meeting → Bocce, croquet, Tidal Creek live music?
 - i. Invite your friends who you know are owners to annual meeting, and prospective owners. Send event invite directly to friends who are owners.
 - ii. Board Agenda → Introduce new board members/all board members
 - iii. What do you love about Tidal Creek? (gathering info)
 - iv. Suggestions for what people want to see happen at Tidal Creek
 - v. Joe suggests best annual meeting ever was at a farm—good turnout. Only meeting off property. Farm Day with annual meeting.
 - vi. Future Annual meeting committee
 - 1. Matt will start a text to plan for Friday with Melody, Kat

18. Melody happy to be back up secretary.

19. Krista- spoke a lot about check-ins. Try to avoid personal info/check-ins to take less time in meeting.

** Joe mentions the policy register was on the website.

** JoAnn Fogler's funeral: Sunday at 3pm at Jewish Temple on Market st.--> GMs will be there.
Largest round up for the register yet, for the Foglers!

Marketing

- Screen in store—explain why we no longer carry certain products