

**Good Earth Food Co-op  
BOARD OF DIRECTORS MEETING  
May 17, 2018  
Good Earth Community Room**

Present: Bobbie Hentges, Amanda Hegreberg, Stephen Janasie, Adam Konczewski, Sara Mruz

Member Owners Present: None

Absent: Elizabeth Baklich, Jen Larson-Grinscell

<p>General Business</p>	<p>Called meeting to order at 6:25p Consent Agenda: Approved Matt Parks as Director Approve Minutes of 4.19.2018 meeting Accept GM Monthly Report Accept New Members: 3568-3579 Accept Member Engagement Committee Report Accept Finance Committee Report Accept Policy Committee Report</p> <p><b>Motion:</b> Moved to accept the consent agenda, seconded, and approved. Approved Matt Parks as Director, the minutes of 4.19.18, the GM Monthly Report, new members, the Member Engagement Committee report, the Finance Committee Report, and the Policy Committee Report. <i>Motion moved, seconded and approved.</i></p>
<p>Board Decisions and Discussions</p>	<p><b>Board Decisions:</b> Discussed Policy C5: Code of Conduct and Policy C6: Code of Ethics. Have used old policies, but they have never been adopted. We have now revised and simplified them. Decided to keep both C5 and C6 because ethics and code of conduct are different. One was in our bylaws and we wanted policy to be identical.</p> <p>Discussed Policy C5: Code of Conduct and C6: Code of Ethics survey results. Lowest average was 3.5 <b>Motion:</b> To adopt the C5, C6 Policies as presented by the committee. <i>Motion moved, seconded and approved.</i></p> <p>Discussed adopting Policies C8: Committee Principles and C9: Governance Investment. <b>Motion:</b> To adopt Policies C8: Committee Principles and C9: Governance Investment <i>Motion to adopt Policies C8 and C9. Motion moved, seconded and approved.</i></p> <p><b>Board Discussions:</b></p>

	<p>Discussed the importance of Board confidentiality in regards to speaking in private regarding board issues. Also discussed speaking with one voice when speaking with members, customers, the public, etc. Director duty of care and duty of loyalty are important to remember.</p> <p>Discussed Focus Group list. Will send to 200 people. Most will be those that use the co-op, but some members that are not using the co-op will also be asked. There will be some crossover with focus group and capital campaign. Decided to assign Focus Group list to Capital Campaign committee. Will use both post cards and email and ask Jerry to work on a graphic. We will buy the focus group a meal. Discussed making a coupon to hand out, that needs to be used at the co-op within 10 days. We will video record the focus groups after asking permission.</p> <p><b>Task:</b> Stephen will continue working on focus groups.</p> <p>Discussed Capital Campaign. Decided to have \$50,000 as the goal for new POS system and an outdoor building sign. Will connect with core group, packet holders, target list. Asking for donations will wait until after Capital Campaign, but we will accept donations at any time. Timeline planned. Will share benefits of POS at focus group. "What message would motivate you to invest?" Let them know they are our "super patrons." Next meeting is May 22nd, and we need more Board Members to participate in Capital Campaign committee.</p> <p>Discussed potential Conflict of Interest. Meredith is stepping down as editor of the co-op newsletter. Could Bobbie Hentges be the new editor, or is this a conflict of interest for a Board member? Bylaws say Board members cannot be an employee, and the newsletter editor is contracted.</p> <p><b>Motion:</b> Bobbie H serving as co-op newsletter editor is not a violation of bylaws as per our interpretation because of the difference between an independent contractor and an employee of the co-op. <i>Motion that there is no conflict of interest for board member to be independent contractor made, seconded, and approved.</i></p> <p>Discussed Innovation Award by Greater St. Cloud Development Corporation. Due to Good Earth's work with Fountain of Juice and Backward Bread, Stephen would like to nominate Good Earth for the Innovation Award, and will help with nomination.</p>
GM Items	<p><b>GM Monitoring:</b></p> <ul style="list-style-type: none"> <li>● B1: Financial Conditions and Activities. Expenses are still down. In full compliance with loans; liquidity is getting better. Member growth of at least 1% growth compared to same time period in previous fiscal year. Need to switch comparison bracket to small-medium co-ops in group to make better comparisons.</li> <li>● B2: Planning and Financial Budgeting. Basket size is growing. Focusing on marketing we are doing this year. Projections included for Capital Campaign packet including Catapult.</li> <li>● B6: Staff Relations. Discussed cell phones and personal ear buds use by staff and how this can be distracting.</li> </ul> <p><b>Motion:</b> To approve the B1: Financial Conditions and Activities, B2: Planning and Financial Budgeting, and B6: Staff Relations GM monitoring reports. <i>Motion moved, seconded and approved.</i></p>

GM Marketing Update	<b>Discussed:</b> Look-alike audience on Facebook. Outdoor sign: One quote so far, 4 other companies will get quote to GM soon. GM will also get a quote from an electrician. Ready to start using more ideas from Dayta. Website is next step. GM can use more help with Facebook Ads Manager. Discussed more metrics for assessment on goals. Continue using/increasing video usage. Ending radio contract in July; money will go to the St. Cloud Times. GM went to NCG spring meeting and 5 Keys to success refresher and meet new people. Participation reports will be good to see in June.
Closing	<b>Closings</b> Review Tasks and Assignments Anything else needed in minutes.
Executive Session	<b>Executive session</b> <ul style="list-style-type: none"> <li>• Checked in about how meeting went.</li> </ul> <b>Task:</b> Bobbie and Sara will find formal process for GM review. Board will vote on it via email.

**Dates for your Calendar:**

- **International Day of the Cooperative is July 7th - 4-7p.**

**Motion:** *To adjourn the meeting. Motion was moved, seconded and approved at 8:25p*  
Minutes edited & submitted by Kris Roberts-Cornett.