

THREE RIVERS MARKET

BOARD OF DIRECTORS MEETING

December 8, 2022

6:36 PM – 8:33 PM

St. James Episcopal Church, Knoxville, Tennessee

MINUTES

Board Members in Attendance

Caitlin Seidler, Chair

Kimberly Lomonaco, Vice-Chair

Helen de Haven, Secretary-Treasurer

Adam Deen

Nina Gregg – *Departed 7:33 PM*

Erin O'Tool

Erin Salter – *Departed 7:33 PM*

Kathryn Tilson

Valerie Woodings

Board Members Absent

Damian Zannini

Additional Attendees

Fadi Aboush, General Manager

Kristen Yartz, Cooperative Relations Administrator

Andreas Bastias, Member

Doug Gamble, Member

Drew Rutherford, Member

PRELIMINARIES

1. Call to Order: 6:36 PM
2. Meeting Preparation: 1 minute of silence
3. Roll Call with statement of preparation
4. Agenda Review/Revision

General agreement to add Policy Monitoring of #C4-Board-General Manager Linkage – General Manager Evaluation of Performance to Consent Agenda

Motion to approve Agenda with addition: Nina Gregg, seconded: Erin Salter; motion carried unanimously.

5. Consent Agenda: November 2022 Board Meeting Minutes; Policy Monitoring Report for #C4: Board-General Manager Linkage – General Manager Evaluation of Performance.

Motion to approve Consent Agenda: Kimberly Lomonaco seconded: Kathryn Tilson; motion carried unanimously.

GENERAL MANGER REPORT

- Sales Growth in November increased 8% over November 2021.
- For Quarter 1 (July, August, September), the co-op has been operating at a 29% Gross Profit. In November 2021 the co-op operated at a 34% Gross Profit. The National Cooperative Grocer's average is a 37% Gross Profit.
- A training structure will be established for each department regarding margin/prices.
- The average weekly customer count for November 2022 was 5,730, a growth of 530 from the November 2021 customer count.
- The co-op welcomed 40 new members in November.
- The owner Paid in Equity for November was \$2,175.
- Patronage Refund distributions for fiscal year 2020/2021 continued to be distributed at checkout, with a total of \$1,252 in November
- Operational Updates provided for Stock/Supply Chain Issues, Building/Equipment Issues
- Highlights of accomplishments regarding community engagement and Team Member engagement and participation.
- The co-op continues to be fully staffed.
- Columinate, the national consulting cooperative, will be involved in conducting a staff survey beginning January 2023.
- November's Nourishing Change partner was CAC Youth Wins. \$5,156 was collected from shoppers rounding up at the registers.
- There were three donations to Community Groups in November, totaling \$1,535, as well as a donation of 12 cases of Back to Nature cookies.
- Patron Member Repurchase Applications (12)

Motion to approve Patron Member Repurchase Applications Nina Gregg, seconded: Valerie Woodings; motion carried unanimously.

STUDY & ENGAGEMENT

Seating of the New Board

Gratitude was extended to departing Board Members Nina Gregg and Erin Salter.

Motion to accept election results: Nina Gregg, seconded: Helen de Haven; motion carried unanimously.

Board Members Caitlin Seidler, Adam Deen and Erin O'Tool were welcomed for their 2023-2025 terms.

Annual Meeting Recap

Reflection on the Annual Meeting. General agreement that in the future, a 2-hour meeting for Board presentation, Q&A and social time would be appropriate, given the attendance and engagement of members at the 2022 Annual Meeting.

General Manager Policy Monitoring Reports

Policy Monitoring of #B4 – Executive Limitations - Financial Condition

Motion to approve Policy Monitoring #B4: Kimberly Lomonaco, seconded: Katheryn Tilson; motion carried unanimously.

Orientation: Statute and Bylaws

Review of Statute and Bylaws

Orientation: Role of Officers, Committees

Review of Officers – Chair, Vice Chair, Secretary/Treasurer

Review of Committees – Executive, Board Perpetuation, Member Linkage, D Policy Review

Motion to elect Caitlin Seidler, Chair; Kimberly Lomonaco, Vice Chair; Helen de Haven, Secretary/Treasurer for 2023: Kathryn Tilson, seconded: Valerie Woodings; motion carried unanimously.

Orientation: Annual Agenda

Review of Annual Agenda

Board News Assignments

Action Item Review & Assign

Adjourn

Motion to adjourn: Helen de Haven, seconded: Kimberly Lomonaco; motion carried unanimously.

Additional Action (taken by e-mail) December 14, 2022

Motion to appoint Drew Rutherford to Board Seat 8 (filling the seat vacated by Ben Maddox, terminating in 2024): Erin O'Tool, seconded: Damian Zannini; motion carried unanimously (7/8 members voting).

Certified: Julie De Haven

Secretary-Treasurer

January 12, 2023