

# THREE RIVERS MARKET

## BOARD OF DIRECTORS MEETING

December 14, 2023

6:30 PM – 8:17 PM

St. James Episcopal Church, Knoxville, Tennessee

### MINUTES

#### Board Members in Attendance

Caitlin Seidler, Chair  
Kimberly Lomonaco, Vice-Chair  
Adam Deen, Secretary/Treasurer  
Alhen Drillich – Board Elect  
Adam Hughes – Board Elect  
Drew Rutherford  
Kathryn Tilson  
Damian Zannini

#### Board Members Absent

#### Additional Attendees

Fadi Aboush, General Manager  
Gregory Austin  
JR Bohnenstiel  
Carson Bone  
George Butler  
Vandygale Deen  
Kristen Faerber  
Angeline Fitzpatrick  
Emma Freeberg  
John Ledbetter  
Garry Shores  
Christine Steinglein  
Steve Todd  
Heather Rutledge  
Morgan Wilson  
Kristen Yartz, Cooperative Relations Administrator

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### PRELIMINARIES

Call to Order: 6:30 PM

Action Items reviewed.

Meeting Preparation: 1 minute of silence.

Roll Call with statement of preparation.

## **MEMBER FORUM**

No members in attendance chose to speak.

## **AGENDA REVIEW/REVISION**

Revision: Move approval of Annual Meeting Minutes to January 2024 Agenda.

*Motion to approve revised Agenda: Drew Rutherford, seconded: Kathryn Tilson; motion carried unanimously.*

## **CONSENT AGENDA**

Approval of November 2023 Board Meeting Minutes; Policy Monitoring Reports for Board-General Manager Linkage, C4 – General Manager Evaluation of Performance.

*Motion to approve Consent Agenda: Drew Rutherford, seconded: Kimberly Lomonaco; motion carried unanimously.*

## **GENERAL MANAGER REPORT**

- Growth of Ownership - November
- November Sales Growth
- Growth of Ownership Quarter 1, Fiscal Year 2023-2024 comparison to previous Fiscal Year – 41% increase in Quarter 1.
- New shelving required for Deli and Produce
- Planned improvements to back entrance and steps/railing
- Operational Updates
- Repurchase Requests received in Quarter 1.

*Motion to approve Repurchase Requests received in Quarter 1 as submitted: Drew Rutherford, seconded: Kimberly Lomonaco; motion carried unanimously.*

## **POLICY MONITORING FOR EXECUTIVE LIMITATIONS, B4 – FINANCIAL CONDITION (2nd Quarter, Fiscal Year 2023-2024)**

Sales Growth and other Financial Information Quarter 1, Fiscal Year 2023-2024 comparison to previous Fiscal Year.

*Motion to approve Policy Monitoring B4 – Financial Condition: Drew Rutherford, seconded: Kathryn Tilson; motion carried unanimously.*

## **STUDY & ENGAGEMENT**

### **LISTENING SESSIONS REFLECTION**

Plans discussed to improve communication with co-op members

*All Board Directors in unanimous support to continue Listening Sessions with co-op members in 2024.*

### **SEATING OF THE NEW BOARD**

Recognition of and thanks made to Damian Zannini for his service on the Board of Directors.

*Motion to accept the results of the Board of Directors Election, with Alhen Drillich, Adam Hughes and Kimberly Lomonaco elected: Drew Rutherford, seconded: Damian Zannini; motion carried unanimously.*

## **ORIENTATION: ROLE OF OFFICERS, COMMITTEES**

Discussion of role of Officers, Planned and Potential 2024 Committees, including:

- Member-Linkage Committee
- Board Perpetuation Committee
- Study & Engagement Committee
- Policy Review Committee
- Financial Audit Committee
- Building/Physical Plant Committee

Further discussion to take place over email. Committee Chairs to be assigned in January and Charters to be reviewed and approved in February.

*Motion to nominate and elect Caitlin Seidler for 2024 Chair and Kimberly Lomonaco for 2024 Vice Chair and Adam Deen as 2024 Secretary/Treasurer: Drew Rutherford, seconded: Adam Hughes; motion carried unanimously.*

**ORIENTATION: ANNUAL AGENDA**

**ORIENTATION: STATUTE & BYLAWS**

**BOARD NEWS ASSIGNMENTS**

**ACTION ITEM REVIEW**

**Adjourn**

*Motion to adjourn: Drew Rutherford, seconded: Kimberly Lomonaco motion carried unanimously.*

**ADDENDUM-** Renewal of CD with First Bank.

The board votes via email to approve renewal of First Bank Certificate of Deposit maturing on December 19<sup>th</sup>, 2023.

*Motion to authorize Fadi to renew CD with First bank: Caitlin Seidler, seconded: Kimberly Lomonaco. Motion carried unanimously via email.*

Certified:  \_\_\_\_\_

Adam Deen, Secretary/Treasurer

January 11, 2024