

Minutes of GCC's Board of Directors' Meeting
August 26, 2020
Board Approved

Attending via Zoom: Bill Jones, Donna Peterson, Joe Timer, Amy Drew, Kim Kash, Dan Gillotte, Barbara Ford, and community member John Bell.

Meeting was called to order at 7:08 PM via Zoom

- I. Approval of Agenda: Motion: To approve the agenda. Passed unanimously.
- II. Approval of minutes for the meeting of July 29: Motion: to approve the meeting minutes. Passed unanimously.
- III. Manager's Report

The greeting card area has been condensed into a smaller footprint, we'll see if it earns its space. This was a possible location for bulk items, but Dan Gillotte said we can find a way to add that in elsewhere.

Lindy Ivy suggested doing a video tour of the store to help people become familiar with changes in layout. Dan will address the issue.

Dan said bulk coffee sales is off to a good start. We got a better deal than initially offered after Dan went to MOM and realized they had a better price. He protested, and we got better pricing.

He said floors will be shined next week, and then will stay shiny forever more. More plexiglass panels have been installed for cashiers.

Joe Timer asked about AC system filters. Dan said he's talking to the HVAC contractor about this. The HVAC system is about 50 years old, but the filters are changed frequently.

Dan said the store would remove the plastic bag barrels next week, and emphasize bringing reusable bags. He is talking to the City sustainability coordinator Luisa Robles about amplifying a sustainability message. We will collect clear plastic film from around pallets, etc., because it IS recyclable. Dan is also addressing the fact that the produce department throws away cardboard, and we actually get money for that.

We did not get the grant for composters, but we might want to talk about getting a composter for ourselves. How much smaller of a dumpster would we need and what does that translate into for savings?

No COVID cases so far. We haven't had any employees leave for a couple months now. Dan said there were several new folks when he arrived, and he is being cautious about hiring more. We need to accomplish as much as we can with the group. People seem to want to work, they mostly are happy with the way things are going, though there's some natural testing of new management.

The supply chain continues to be unpredictable from order to order.

Dan said the inventory process was painful and slow but they got it done. He caught at least three areas where the numbers were weird enough that he called for a recount and they were wrong. The system is kind of primitive. Dave expects to have preliminaries done 10th-11th of September, and the reviewer will come in at that point. Preliminary numbers will be shared at the next board meeting.

Longer term, Dan said he would like to get this turned around faster. For now, for the end of year it's important to make sure we get it right, so I'm not rushing it.

IV. Financial Report

One week dipped under \$240K, and then another week had \$246K in sales. All tenants paid their rent.

V. Update on the sublease Redeemed Christian Church of God

Bill Jones said the landlord asked for update on U&O permit. There was a problem in March/April with the county, so the landlord wants to see the U&O permit to make sure it is satisfactorily in place.

VI. New Business

Status of forgiveness of PPP loan for 358K

Bill Jones sent material in two weeks ago to Dami Odentola, at NCB. Forgiveness should not be a problem, it should be processed in a few weeks. Dan questioned how they will report the infusion of cash, and Bill said there will be a lot of information on the PPP loans.

Consideration of Bylaw change to no-interest Sustaining Equity

A new kind of patronage income will ultimately to replace the old kind, which paid interest. The board agreed with terms as outlined in the committee notes. Amy Drew asked, does sustaining equity belong to the co-op or to the member? Bill said a tax attorney must answer this question. Dan said this is the way that IRS recognizes the special ownership interest of Coops, because we don't have the same capitalization methods as other businesses. A question for tax attorney is, how long can we retain it? Can we retain in perpetuity? Some co-ops figure out how to have it revert back to the co-op, others not; we need professional advice.

Motion: Joe Timer moved to have a tax attorney answer questions relating to sustaining equity. Kim seconds. The board unanimously approves.

Motion: Joe Timer moves to recommend the bylaw change for the new type of patronage income according to the committee's proposed revisions. (See attached.) Kim Kash seconds. The board unanimously approves.

Consideration of Bylaw change to one-year limit for subscribing members

Dan said we have an anachronistic system where we say, "voting membership is \$100, but we don't really care about that. We just want your \$10." At the time in 1984 it was the right move. Now we should have member benefits that are beneficial, evident and obvious, to fund our organization, and \$10 isn't sufficient. MD code talks about the idea of a subscriber, and a timeframe on subscribing members. Here, we don't ever ask subscribers to become voting members. This doesn't seem adequate. Whether the by-law is the method to change this, is not really the issue right now. But we need some kind of structure that indicates that subscribing members need to become full voting members over time.

Dan described various membership perks that could be offered, including discounts throughout the store for members only, and others. People should want to get to full membership status in order to have these benefits.

Discussion ensued. The board agreed that they support the idea of starting some benefits for full members only, to incentivize more to become full members. If we get pushback we can reevaluate.

Discussion of email notification of membership meetings. Note Bylaw:

Section 2.07 – Notice Written notice of the time, place, and purpose of each meeting of the Members shall be served not less than fifteen (15) or more than thirty (30) days before each meeting. Service shall be by electronic transmission upon each person whose email address appears upon the books of the Cooperative as a Member, unless a Member does not have an email address or has filed with the Secretary of the Cooperative a written request that notices be sent by regular, first-class mail, in which case it shall be directed to the Member at the Member's address as it appears on the books of the Cooperative.

Status of Solar Array and ROI Analysis Plans

The solar panels will be installed next week; it's a six-week project. Linda Ivy asked for status updates on the project. Bill, Dan, and Steve Skolnik are having project meetings about weekly. Bill said he would send those meeting minutes to the board.

The board discussed whether the Co-op should ask those who loaned funds for the solar project at 3% and 3.5% to reduce their rate? The group discussed this, and decided against it.

Annual meeting

The group discussed what format the annual meeting should have this year, with the idea of an amalgamation of the two sounding like a good option. If we can safely convene outdoors that would give the feeling of a real meeting, and would also be accessible to those who are not able to join electronically.

Other New Business

Amy asked about tracking energy savings due to solar and also the added roof insulation. Dan said he can start to track this in his monthly report.

The board expressed appreciation for the Co-op's efforts to bring the spirit of the Labor Day Festival into the store's offerings, and in particular that they're selling the Greenbelt Nursery's Greenbelt Is Great t-shirts.

Motion (Jones/Kash) to adjourn: approved unanimously

Next Meeting Date: September 30, 2020

Adjourned 9:00 p.m.