



Board of Directors Meeting Minutes

Tuesday, May 11, 2021 (5:00pm – 8:00pm ET)
Virtual Conference call via RingCentral

Minutes unanimously approved by all members present via email on June 4, 2021.

Board Members in Attendance: CE Pugh, Dave Blackburn, Nancy Muller, Kip Ritchey, Zoila Rivera, Amber Hall

Board Members Absent: Rosemary Mahoney, Erik Davis, Talethia Edwards

Others in Attendance: Mark Regni (CEO), Benjamin Goldberg (CFO), Dawn Rowney (Board Admin)

Members in Attendance: Wis Benoit

The Meeting was called to order at 5:05pm ET

Agenda Review – There were no changes to the agenda. The February 9, 2021 meeting minutes were unanimously approved via email.

Open Member Time/ Member Questions

The Board reviewed and discussed questions and feedback from 2 members received prior to the meeting.

CEO Report

Mark Regni provided the Board with a monthly update report, as well as quarter and year-to-date financial reports. The Board expressed appreciation to the staff for a successful and well executed Grand Opening. There was also discussion on the 1st quarter financials. Finally, the Board requested that the Sales Trend table include comparison to budget, to previous year as well as comparison to industry standards whenever possible.

CEO Monitoring Reports

B1 Financial Conditions

After discussion, the Board did not accept this report due to non-compliance in the key areas of EBITDA and Net Income.

Dave Blackburn moved to not accept this report, noting two key areas of noncompliance. Zoila Rivera seconded, passed unanimously

B2 Plan & Budget

This report discussion has been moved to the May 15th meeting, as the CPA review will result in changes and there were some report population issues which need to be corrected. The Board discussed the Debt Service Coverage Ratio and requested that Annual Debt Service be notated in the report going forward.

B3 Asset Protection

After discussion, the Board accepted the report.

Dave Blackburn moved to accept this report. Nancy Muller seconded, passed unanimously

B9 CEO Succession

After discussion, the Board accepted the report with conditions. As the succession plan manual is not mentioned in the interpretation, this report was technically in compliance. However, it was requested that future reports include the manual in the interpretation.

Kip Ritchey moved to accept this report. Zoila Rivera seconded, passed unanimously

Financial Review Report

The Board was joined by Bruce Mayer and Elizabeth Heins-Van der Weide from Wegner CPA's to present the results of the 2020 CPA review. The review should be finalized this week. At this point Wegner does not have any concerns related to the financial statements and their review did not discover anything materially misstated. The issue of whether to conduct a financial review or audit was discussed and Wegner indicated that for cost reasons, many co-ops chose to do a full audit every three years.

Ends Report

The Board was presented with the Ends Monitoring Report to determine if the interpretations seemed reasonable and if the data supported the interpretations. The Ends Report is meant to reflect the progress towards CCM's Ends measured through achievement of the goals of the Business Plan over time, but as CCM has only 1 year of history, this was a good starting point for future reports. After discussion, the Board accepted the report with conditions for the next Ends report, as follows:

P.7 – Include turnover rates for co-ops and/or the grocery industry in the graph.

P.8 – Include liquidity and solvency in the Profitability table.

P.10 – Add dialogue to the chart on electricity use to express how the data helped CCM reach its Ends goals.

P.11 – Include number of HFA participants.

Nancy Muller moved to accept this report with conditions. Kip Ritchey seconded, passed unanimously

Annual Meeting Preparation

The Board and Management ran through the Annual Meeting Agenda in preparation for this Saturday's inaugural event.

Closings

Review Decisions, Tasks, and Assignments

It was expressed that patron board members should consider appointment to committee and Board officer positions, to be decided at Saturday's board meeting.

Review Board Calendar & Next Meeting Topics

The May 15 meeting will skip the Board policy reviews for the sake of time, but Board members are encouraged to look over C6 and the Bylaws in preparation to select officers at that meeting.

The meeting adjourned at 8:15pm ET

Executive Session followed for Board members only