

Apple Street Board Meeting
March 30, 2017
6:30 at McKie Rec Center

Present: Christopher De Angelis, Marilyn Evans, Chris Gutjahr, Donna Porter-Jones, Heather Sturgill, Ellen Vera, Heather Zoller

February 23, 2017 Minutes Approved w/corrections:

- Building Committee- building owner Patrick Gates. Motion made and approved to strike small business from inclusion policy and keep 25% minority and 10%women. *Needs to be decided whether to add 70% union.*

Inclusion Policy

Motion Approved:

- 100% Prevailing Wage
- Subcontractors Sustainability Cooperative and Canady & Company are invited to bid.
- 25% MBE subcontractors, as measured by contract value.
- 10% WBE subcontractors, as measured by contract value.

Proposal to Change Size of Board

Motion approved to amend **Bylaws Article V, Section A. Selection and composition of the Board of Directors**

- **Founders seat** - 1 representative from CUCI
- **Community-Owners Seat** - 3 representatives
- **Worker-Owner Seats** - 7 representatives

The reason for increasing board members is to have the owners and community more engaged.

Motion to Change By-Laws

Special Powers of the Board

- **Veto Power, Article V D-2:** Motion approved to change “The Community Member Director” to a “majority of the Community Owner Directors.”
- See original language listed at the end of this document.

Process for Election of Owner Board Positions

- Heather Sturgill's term ends in June. There is a 60 day process to announce changes to by laws, openings for new board, and have the election.
- Discussion: When Heather Sturgill's term ends she can become an appointed board member, opening a space for another community owner.
- Announce election at Annual Apple Street Meeting Tuesday August 1, 2017. Depending on By-Laws change vote, we could be electing 1 or 3 Community-Owner representatives. We announce our 1-3 recommendations, and announce that nominations will be open for 30 days. Anyone can be nominated, or nominate themselves. They will be on the slate for a vote if they accept the nomination and submit a short blurb on why people should vote for them by August 30.
- August 31 we send a mailing with all candidates and voting location/instructions.

- Voting to take place 30 days later at multiple voting locations starting on Sept. 1st at the Northside Business Association's general meeting, CAIN, Northside Farmers Market, Northside Business Association meeting, Cumminsville's Harvest Day market and Northside Community Council. These organizations meet on separate days of the week so board can monitor each location. One Owner List will be taken to each location and name of voter will be verified and signed by voter.

Annual Meeting

- Date: August 1, 2017
- Suggested locations: Letter Carrier's Hall on Colerain or North Church
- Board members volunteering to coordinate the event: Heather Sturgill, Heather Zoller, Marilyn Evans, Ellen Deinger.

Board Positions

- Discussion: Christopher feels board needs more structure with defined responsibilities and roles for each board member.
- Current role: Heather Zoller, Secretary.
- Ellen Deinger: willing to be treasurer
- Need an executive committee to plan board meetings.
 - Ellen volunteered.

Finances

- Finance Committee will be chaired by treasurer.
- Discussion: There is a proposal from city council that grocery stores don't have to pay permit fees. ASM did pay permit fees.
- Discussion: Developing plans for ownership share drive, owner loan drive. Recommended that a lawyer review the language about the owner loan drive.
- Follow-up to last month's discussion about Finance Fund \$500,000 loan and Cincinnati Development Fund. We may be able to apply for funds using construction cost estimates versus bids. This helps us by facilitating financing in order to attract contractors.
- NEST and ASM discussed applying for Development Block Grants with city staff who recommended first applying for a HUD 108 Loan. If the HUD loan does not allow for sufficient cash flow, city staff would be more inclined to recommend funding through the CDBG. The Neighborhoods Committee recommended expediting request for HUD 108 loan of \$525,000 at 4% at 20 year term.

Meeting Adjourned

D. **SPECIAL POWERS OF THE BOARD** – Certain Directors shall have special veto powers associated with their role and the class of owners they represent.

1. **VETO OF THE FOUNDERS DIRECTOR** – No sale of the Cooperative or substantially all of its assets may take place without the express consent of the Founders director.
2. **VETOES OF THE COMMUNITY-OWNER DIRECTOR** – 1) The Community-Member Director shall have a veto over any attempt to relocate any Apple Street Market Cooperative location. 2) The Community-Owner Director shall have the ability to call for a product referendum if there is Community-Owner discontent over a certain type of food or product offered by the Cooperative or not offered by the Cooperative. This power goes along with the responsibility of the Cooperative to respect the desires and wishes of the Community-Owners in terms of merchandise selection, quality, and brands that the Community-Owners desire. Product referendum results will then be brought to the Board of Directors to see if a change in selection, quality, or brands is economically feasible. 3) The Community-Owner Director shall have the last right over the selection of any Manager of Consumer Affairs that the Cooperative hires.