

FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING
February 17, 2022
Approved at March 17, 2022 meeting

Time: 5:08 pm – meeting called to order by Gia, President

Location: Combination in-person at white house in Quincy and on Zoom

Board members present: Wayne Cartwright, Dana Krinsky, Melissa Lopez, Gia Martynn, Aubrey Pickerell, Scott Stirling, Piers Strailey

Board members absent: N/A

Minutes taken by: Kendrah Fredricksen

Staff present: Marcie Wilde (GM)

Welcome guests: Linda Margaretic, Nance Reed, Timudur Sihole, Leslie Wehrman

- Board Candidate Orientation prior to meeting
- Open Forum/Announcements: Board retreat may be held in May.

Agenda for February 17, 2022, Review & Approve:

- Scott motioned to approve. One change per Gia – Quincy Store Pergola Proposal will be under closed session. Piers seconded with this change. Agenda approved.

Minutes of January 20, 2022, Review & Approve:

- Dana motioned to approve; Changes made include: meeting date on page 3 and month change on page 2 regarding Manager’s Report. Scott seconded with these changes. Minutes approved.

Board Education:

- **Local Food Systems, Melissa Lopez**
“Local Food” is defined by distance (usually within 100 miles, or within state, or within 400 miles). Due to long distances to transport food, it is often picked before it is ripe. Transport adds to greenhouse gas emissions. Not buying local has economic impacts locally. Local food is good for the environment, economy, and health.

It was recommended that Melissa’s presentation slides be shared with membership. Marcie stated that the Coop defines regional within 250 miles. Gia suggested we do a Membership Message to include the basics of Melissa’s presentation.

- **Board Education 2022 line-up:** March 2022 - Aubrey Pickerell

Reports:

- **Manager’s Monthly Report:** Marcie gave her monthly report for January 2022 (see separate document). Note: December was a month after a quarterly discount, so sales are generally down at these times. The Portola Store Manager position was offered to Sara Lodwig and she accepted.
- The general manager’s report for January 2022 was discussed and the board accepted the report.

Old Business:

- **2022 Board Elections Update:** We have 4 candidates: Wayne Cartwright, Melissa Lopez, Timudur Sihole, and Leslie Wehrman.
- **Policy Governance:** See draft document.
 - There will be a procedural manual to replace current policies. Rachel volunteered to work on this. Board previously developed a 5-year strategic plan and have now turned this into “end-statements.” Gia created an opening statement for this section. Goals listed are in-line with Vision Statements. There is a consultant who is supposed to be helping with this process, but they may find another consultant.
 - Section B is for staff, e.g. Executive Limitations are for General Manager.
 - Section C is for Board governance. See Board Process C8: Members who volunteer for board tasks approximately 4 hours per month are entitled to compensation.
 - Section D is for how the board oversees GM.
 - The hope is to share this document online with membership in May for feedback.
- **Membership Message:** Gia sent an article to Marcie introducing Melissa as the temporary board appointed member for website. Wayne mentioned the “giving tree” set up for fire victims as a possible topic. Wayne said he would be willing to work on this.

New Business:

- **GM 2022 Contract Renewal:** Marcie successfully completed her first year as GM. Her contract has been renewed. The executive committee will be reviewing and improving the process for evaluating the GM position. Going forward, they hope to renew contract for 3-5 years.
- **Board Self-Evaluation Results:** All board members participated. See separate report from Aubrey. Overall average score was 3.9. One area for improvement is board connecting with member-owners.
- **Set 2022 Board Goals:** Reviewed goals from 2021.
 - Gia recommended keeping “strive to increase economic equity.” Regarding this, Marcie mentioned two levels of membership which started at beginning of 2022: \$20 per year, or \$10 for six months. This used to be just for EBT/AFP members but now all can choose this option. A Membership Message should be made regarding this (make sure students know).
 - Gia recommended increasing presence in stores, at Portola in particular (Timudur stated that there should be equity between the two stores). Amber had previously recommended setting up regular member-engagement activities at each store, with board members attending a minimum of three events per year.
 - Dana recommended keeping Governance Process goal, with focus on Policy Governance rather than improving communications.
 - Gia will update the goals and bring to next meeting for final approval.
- **Staff Meetings:** An all-staff meeting is tentatively set-up for a Sunday afternoon in March (20th or 27th) at West End Theater. A couple board members are encouraged to attend this meeting. Stores will be closed during this time. Hope to have a manager meeting on March 23rd at white house in Quincy. Board members may participate in this meeting. Marcie will email board the dates/times.

Committee Reports:

- **Board Development:** Nothing to report. This committee needs to meet to review the board ballot before voting. Scott will follow-up on this. Amber can help after March 1st. Will need 3 people to count ballots within 3 days and notify candidates within a week.
- **Membership:** Aubrey would like to meet March 9th at 4:30. Aubrey will send out email to confirm.
- **Finance:** Wayne reported they met February 7th. Reviewed budget and 4th Quarter statements. Next meeting is March 7th at 5:00 pm.
- **Policy:** Piers reported they met February 9th and reviewed policies and procedures. Need to schedule one more meeting to go over bylaws. Piers will follow-up on this.
- **Executive:** They met with Marcie on February 10th and did evaluation and offered renewal of contract. No future meeting scheduled at this time.

Closings:

- **Board Member Check In:** Everyone is tired.
- **Review Decisions, Tasks, Assignments:**
 - Gia will send summary of tonight's meeting to Marcie for Employee Memo
 - A Membership Message should include the basics of Melissa's presentation
 - March Board Education: Aubrey Pickerell
 - Wayne will do Membership Message regarding Giving Tree for Dixie Fire victims
 - A Membership Message should be made regarding two membership levels (\$20/\$10)
 - Gia will update the goals and bring to next meeting for final approval
 - Marcie will email board the dates/times of all-staff and managers meetings
 - Scott will follow-up on Ballot and Elections steps
 - Aubrey will send out email to confirm date/time of Membership meeting
 - Piers will follow-up on Policy meeting date/time
- **Review Board Calendar:**
- **Next BOD Meeting:** March 17th, 2022 at white house in Quincy and via Zoom; Board Meetings are held the 3rd Thursday of each month.
- **Summary for Employee Memo:** (Goals, Update on Policy Status, Renewed Contract)

Adjourn Meeting:

Piers motioned to adjourn the meeting; Gia seconded. The meeting was adjourned at 6: pm.

Closed Session:

A closed session was held re: **Quincy Store Pergola Proposal**

Note: The Member Services Coordinator makes approved changes to the prior meeting's minutes and forwards the final version to the board secretary and the board president. The secretary posts the final minutes in the board Dropbox, and the Member Services Coordinator posts in the store and on the QNFC web site.