

FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING MINUTES
April 21, 2022
Approved at May 16, 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, Piers Strailey, Leslie Wehrman

Board members absent: Scott Stirling

Minutes taken by: Kendrah Fredricksen

Staff present: Marcie Wilde (GM)

Welcome guests: Nance Reed

- Open Forum/Announcements: N/A

Agenda for April 21, 2022, Review & Approve:

- Piers moved to approve. No changes. Wayne seconded. Agenda approved.

Minutes of March 17, 2022, Review & Approve:

- Dana moved to approve. Added Old Business: Pergola. Aubrey seconded with this change. Minutes approved.

Board Education:

- **Board Education:** by Wayne Cartwright on Fair Trade

The co-op purchases preferred products – e.g. collectively or cooperatively owned products, ethnically produced, and Fair Trade. Fair Trade began in the late 1940's. Third-world products were imported. This picked-up in the 1960's in Europe. Fair Trade, not Aid, was promoted. In the 1980's the focus shifted toward agriculture. The organic food movement increased. Coffee, Tea, and Cocoa became big products. In 1988 a Dutch group created a certification agency (e.g. no child or slave labor) and paid above-market rates. Volume has continued to increase.

In 1997, an international Fair Trade labeling organization was created as an umbrella for certifying agencies. During the 2008 recession, there was a consolidation of large food companies. Whole Foods, Starbucks, and Nestle began using Fair Trade foods. Large companies have begun to abandon certifying organizations and are now self-regulating. Starbucks is not solely Fair Trade. Equal Exchange is largest Fair Trade company (the co-op uses their coffee, tea, and cocoa). Equal Exchange also sells nuts, fruits, olive oil, etc. – some products are from the U.S. and other northern hemisphere companies. You can order Equal Exchange products online.

<https://shop.equalexchange.coop/>

- **Upcoming Board Education:**
May – Dana

Reports:

Manager's Reports: See separate reports.

- **Month of March** – was a quarterly member discount month - \$344K+, 1% over prior year, 20% over prior month; Quincy = \$256K, Portola = \$88K
Outreach: Quincy – Friends of Plumas County Animals = \$485, Portola – High Sierra Animal Shelter = \$395
DEI Manager training through TMI Consulting – required (webinar).

Overall increase – still seeing growth in both locations.
Final arrangements for Pergola project – getting permits.
Plans made to clear Admin building property of fire hazards.
Quincy store is seeing high turnover in prepared foods.

- **4th Quarter 2021 Financial Report** – through December 2021
Ratios current = 4:2:1, Quick 3:1:1, Debt to Equity .30
Comparison to previous quarter – assets and inventory are up (e.g. Deli added), liabilities are up a bit (more employees), Equity – shared up 6%, retained up 38%, total equity up 24.97%, Net Income 12%
Profit and Loss – almost \$1M, up 6.7%. Quincy up 5.5%, Portola up 10%
Occupancy slightly high (e.g. COVID), Governance on target, Payroll high (e.g. Deli added), Operating high (e.g. Deli safety issues)
Trends – Sales are coming up after COVID, Gross margin is up (40%), Margin Minus Labor – 11%
Market Position – Brand Recognition (New), Healthy Food Access (AFP, Wellness Wed., Community Discount Day)
Environmental Sustainability – Bulk is on decline (across country), Recycling Status (hindered by local practices)
Leadership and Internal Succession Planning – hired Rachel, promoted Sharlene, Megan hired as Assistant Bakery Manager
Infrastructure and Growth – no changes
Community appreciation days, Round-up at register \$1,800+
Quincy – 33 new members, Portola – 35 new members

Melissa moved to approve GM reports. Wayne seconded. Motion carried.

Old Business:

- **Annual Meeting Planning:** Date set – Sun. June 26th Noon to 3 pm. Will do on school district lawn. Members only (no children, no alcohol), looking for local music groups, will do trivia. Will do member recognitions.
- **Policy Governance Final Policy Register:** Ready to approve policy register. This is a working document. There are some minor changes since last month's meeting. Piers moved to approve. Dana seconded. Motion carried.
- **Membership Message:** Wayne is still working on an article on Community Involvement. He has met with Marcie. He hopes to finalize this next week. It would be good to have an article on Fair Trade as well. Need to do article on new board members – Gia and Aubrey will work on this.
- **All Staff Meeting Recap:** 4 board members attended – Wayne, Gia, Leslie and Dana. Great staff meeting. Needed to shut down stores so all could be together.

New Business:

- **Farewell to departing directors** – Piers is going off board. Gia recognized his stepping up to be on board and helping with policy committee. A thank-you gift was presented.
- **Seat new board members** – Aubrey moved to accept the election results of Wayne, Leslie and Melissa; Gia seconded. Motion carried.
- **Board officer elections, review job descriptions** – President – Gia (self-nominated, Aubrey seconded), Vice-President – Dana (Aubrey moved, Melissa seconded), Treasurer – Wayne (Dana moved, Aubrey seconded), Secretary – Aubrey (Melissa moved, Leslie seconded); all nominations approved.
- **Review and sign Code of Conduct** – forms were handed out for all board members to sign.

- **Update Board roster contact information** – updated with new board members’ info and changes to current members’ info. Send changes to Aubrey.
- **Confirm committee chairs and update rosters** – Finance – Leslie; Policy – Gia, Executive – Gia; Membership – Aubrey; Board Development – Scott, Aubrey
Let Gia know which committees you’d like to serve on (each director is on two committees); some community members also serve on these committees. Aubrey will update committee roster.
- **Set BOD meeting dates May-November** – It was determined that meetings will be the 3rd Mondays of the month at 5 pm: May 16th, June 20th, July 18th, August is bye-month, Sept. 19th, Oct. 17th, Nov. 21st
- **Set Board retreat date** – A Doodle Poll will be sent out to try to schedule this in July or August.
- **Draft Procedural Manual and Monitoring Calendar** – Board will take a look at these documents and bring feedback next month. Would like to approve manual at June’s meeting.

Committee Reports:

- **Board Development:** Met April 2nd, counted votes to determine new members.
- **Membership:** Met April 13th. New date not set yet.
- **Finance:** Met April 11th. Next meeting is May 9th.
- **Policy:** Met with Ben, Consultant, on April 14th. New date not set yet.
- **Executive:** Have not met in a while. Will set this up with new group.

Closings:

- **Board Member Check In:**
- **Review Decisions, Tasks, Assignments:**
 - Board Ed: May – Dana
 - Membership Message: Wayne
 - Send address and committee info to Aubrey (and update minutes)
 - Gia – Doodle poll for retreat
 - Everyone – review Procedural Manual and Calendar
- **Review Board Calendar:** April all completed; May – plan retreat, patronage dividend options, finalize annual meeting, assign directors to help set-up, GM year-end financial report
- **Next BOD Meeting:** May 16, 2022 at white house in Quincy and via Zoom; Board Meetings are now held the 3rd Monday of each month.
- **Summary for Employee Memo:** N/A

Adjourn Meeting:

Aubrey motioned to adjourn the meeting; Melissa seconded. The meeting was adjourned at 6:46 pm.

Closed Session: Portola Building – Board took no formal action.

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.