

BOARD MEETING MINUTES
FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING: June 20, 2022
Approved at July 18, 2022 meeting

Time: 5:06 pm – meeting called to order by Dana

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

Board members present: Wayne Cartwright, Dana Krinsky, Melissa Lopez, Gia Martynn (Zoom), Aubrey Pickerell (Zoom), Scott Stirling, Leslie Wehrman

Board members absent: None

Minutes taken by: Kendrah Fredricksen

Staff present: Michelle Fulton (Store Manager), Josh Nielsen (Manager), Marcie Wilde (GM – by Zoom)

Welcome guests: Nance Reed

- Open Forum/Announcements: N/A

Agenda for June 20, 2022, Review & Approve:

- *Wayne moved to approve. Melissa seconded. Agenda approved.*

Minutes of May 16, 2022, Review & Approve:

- *Scott moved to approve. Leslie seconded. Minutes approved.*

Note: Wayne distributed copies of letter he wrote re: Dividends, which will be mailed to owner-members.

Board Education:

- **Board Education:** Gia shared re: webinar: “How to be a good facilitator for a meeting”
Met with other board presidents; all members of board should take turns facilitating a meeting; make sure all voices are heard for different perspectives; record key decisions and discussions; okay to use external facilitator (who is neutral on topic); facilitator needs to be transparent about own position, remain balanced, encouraging, respectful, etc., active reflective listening (repeat & clarify what was heard), state what is heard, paraphrase, ask if reflection is correct; tracking and gathering (preserve what is shared), make connections and fill gaps, link off-topic comments.

Re: discussion building tools – round robin, allow people to pass, offer a second chance at end, stacking (create list of speakers), think, write & share; allow a full minute for people to think before speaking, validate and give feedback; make space; tool, rule technique (popcorn go-around), pass ball/stick to speaker, three before me (before speaking again), interrupt those who over-speak; use positive body language.

- **Board Education Schedule:**
July – Wayne September – Melissa October – Leslie November – Scott

Reports:

Manager’s Reports: See separate documents.

- **Monthly Report (May)** – Michelle presented. All good news at both locations – up 21% from previous period, up 11% from previous year.
Portola – opened small deli; need a Prepared Foods Associate; filled Produce Manager – focus is bringing in local produce.
Tried new deli packaging – getting much feedback (supplies get out-of-stock frequently). Marcie said we keep getting sent wrong packaging.
Quincy Pergola project – still being held up by Plumas County Building Department (project won’t be done until Fall)

No ADA bathroom in Portola – have ADA port-a-potty (also have one in Quincy).

Policy B1: Quarterly Financial Monitoring Report (Jan. – March) – There are a few out-of-compliance issues. In Margin – Labor, we are below median (less profitable). The deli is a factor in this. Marcie will address scheduling issues. The kitchen set-up is awkward, slowing workflow. Need to implement timing structure (e.g. sandwiches, salad, etc.).

Sales per labor hour is low (indicates efficiency of staff). Quincy is the one with most trouble. Need to do more cross-training. Turnover is also a problem.

Inventory turnover within one year – we are below median. Green staff (especially Portola), is ordering product before it is needed. Program called Spins can help with this. Sharrill is helping train with this.

Sales growth is above median but not above our target. Need more promotion in media, ads, etc. Need to revamp AFP and new student discount. New brochure developed. The cost of items is going up every day and we need to update pricing accordingly. Deli items need to be increased (e.g. cost of flour for bread).

EBITDAP is not at or above the median. Net income is -\$43,000 (e.g. salary). Trying to limit supplies purchasing. Implementing purchasing budgets per quarter. Would like to explore cost-savings for utilities (e.g. repair expenses – machines are outdated and not energy-efficient, especially in Portola). Looking at ways to retain staff (some people leave for better salaries).

Wayne questioned numbers not matching graph on page 5 regarding Quick Ratio. Marcie will fix.

Overall, we are looking very good. See NCG report.

Gia moved to approve GM reports with corrections noted (e.g. page numbering, last page number reversed, and graph info, etc.). Leslie seconded. Motion carried.

Policy A: Ends Monitoring Report – This is a new report. Lofty future goals – vision statement and long-term plan. Global-ends policy looks at long-term accomplishments. Tangible way to see value the coop brings. Are we going in the right direction?

Sales growth was significant last year. We seem to be on track to continue this growth. Customer count over last three years – not as much recovery as expected but headed in right direction. Membership growth – last three years, both stores. Overall, up 15% over 2020.

No change in debt to equity (we don't have a lot of debt).

Compliance with 7 Cooperative Principles:

1. Open and Voluntary membership (290 new memberships, only 13 lost)
2. Democratic Member Control – election cycle, policy governance manual, schedule, annual meeting, etc.
3. Members Economic Participation – condition of membership (annual fee, or fully vested), board sets controls and dividends
4. Autonomy and Independence – partnerships are transparent, decision making by members delegated to Board
5. Education, Training and Information – training provided for members, employees, board, etc. which is passed on to general public (e.g. in-store marketing, newsletters, workshops)
6. Cooperation Among Cooperatives – work together through local, regional and national means, part of several coops (they provide support or product)
7. Concern for Community – round-up at register program, grants, donation requests, sponsorships, etc.

Policy B4: Membership (patronage) – No report

Wayne moved to approve GM reports with corrections noted (e.g. annual not quarterly report, clarify PPP loan, add numbers for contributions to community, etc.). Scott seconded. Motion carried.

Old Business:

- **Finalize Annual Meeting Plans and Assignments:** Set for this coming Sunday, June 26th from 12:30 to 3:30 pm (set-up will start around 10:30 am), trivia (raffle prizes), presentations, member recognition, Passive & Co. will provide music, lunch by FRFC deli, will have final numbers by 6/21/22. Aubrey will forward agenda to Gia.
- **Board Retreat Update:** July 17th, Plumas-Sierra Telecom will lend us conference room, Ben will give 1.5-hour webinar on policy governance (other sessions with Ben are available).
- **Membership Message:** Need to get Welcome to the Board message out for new Board members. In July, Gia will do CCMA conference reflection. Next CCMA will be in Sacramento – hope all board members will attend.

New Business:

- None

Committee Reports:

- **Board Development:** Have not met. Sent out email about training possibilities. No meeting scheduled at this time.
- **Membership:** Met May 15th.
- **Finance:** Met June 6th. Next meeting Tues. August 16th at 5:30 pm.
- **Policy:** Have not met. Gia will reach out to members to look at implementing board policies.
- **Executive:** Met May 31st. Discussed retreat plans, Portola building, and annual report.

Closings:

- **Board Member Check In:** Wayne will not be at annual meeting; thanks to Dana for chairing meeting; congrats to Marcie on new report (less complicated, more data driven).
- **Review Decisions, Tasks, Assignments:**
 - Board Ed: July – Wayne
 - Marcie will make corrections to reports as needed
 - Annual Meeting this Sunday, June 26th, come at 10:30 for set-up
 - Aubrey – membership message
- **Review Board Calendar:** June – Annual Meeting June 26th, patronage letter going out, board retreat scheduled. July – start planning for staff appreciation, review Annual Meeting.
- **Next BOD Meeting:** July 18, 2022 at white house in Quincy and via Zoom.
- **Summary for Employee Memo:** N/A

Adjourn Meeting:

- *Scott motioned to adjourn the meeting. Leslie seconded. Motion approved. The meeting was adjourned at 6:47 pm.*

Closed Session: N/A

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.