

**BOARD MEETING MINUTES**  
**FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS**  
**REGULAR MEETING: November 21, 2022**  
**Approved at January 23, 2023 meeting**

**Time:** 5:11 pm – meeting called to order by Gia

**Location:** Combination in-person at white house in Quincy and on Google Meet

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

**Board members absent:** None

**Minutes taken by:** Kendrah Fredricksen

**Staff present:** Marcie Wilde, Michelle Fulton, Josh Nielsen

**Welcome guests:** Nance Reed (Zoom), Bill Battigin

- **Open Forum/Announcements:** Bill spoke about the solar panels on the Quincy building which are now about 16 years old and are at around 80% power. This is a good time to change out those panels. The price of the panels has come down and they now last up to 30 years at 92% power. He has changed out the inverter and it is now capable of putting out more power. He could change out the Phase I panels to increase power by 2-3% for \$9,000 - \$10,000. There are some possible rebates we could get through PG&E. Aubrey suggested we explore grants to cover this. Marcie said Inflation Reduction laws have also gone into effect and may help. In addition, we might be able to install a fast charger (for cars) at white house in Quincy.

**Agenda for November 21, 2022, Review & Approve:**

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

**Minutes of October 17, 2022, Review & Approve:**

- *Wayne moved to approve with minor changes. Scott seconded. Minutes approved.*

**Board Education:**

- **Board Education:** Scott Stirling on the U.S. Labor Movement
- Portola store – position posted since 10/23/22 – 0 applicants
- Quincy store – posted position had 2 applicants but each were missing contact info
- Huge Labor Shortages around the world; 500,000 workers have left workforce in U.S.
- Deaths are outpacing births worldwide
- 1/3 of U.S. workforce will change employers this year
- Wages are not matching rapid inflation
- 81% of workers feel burned-out
- Work-life balance is needed
- What is in future? Need to diversify sourcing and recruiting, reward workers for skills and reputation, allow position sharing, atmosphere must be pleasant, provide internship
- **Board Education Schedule:**  
January – Dana, February – Aubrey, March – Wayne, April – Melissa

**Reports:**

**Manager's Reports:** See separate documents.

**Monthly Report (October) – \$358,000 in sales – 8.4% over prior year**

- September was a member discount month
- Quincy up 5.4% from prior year, -.2% down from prior period
- Portola up 16.1% from prior year, -5.2% down from prior period
- Outreach in both locations – Co-operative Community Fund - \$884.35

- Bank account is up above \$400,000
- **Portola** store is on the market by owner
- Portola CAD event on Oct. 1<sup>st</sup> – slow at first, feedback was generally positive
- Quincy CAD event on Oct. 31<sup>st</sup> – went well, received many survey results, gave out many freebees
- Hosted two tables at Mountain Harvest Festival
- October was co-op month – many discounts in most departments
- Cohosted many events with other organizations

### **Global Policy B9.1 – Emergency GM Succession**

GM must have at least one manager identified to take over in case of sudden loss of GM. See new sub-policy B9.1 – which must be reviewed annually. Michelle Fulton is currently the IGM. (Josh will take over as Store Manager in such instance.)

*Wayne moved to approve Policy B9.1 Report. Aubrey seconded. Motion carried.*

### **Old Business:**

- **Breakfast with the Board – scheduled for Sun. Jan. 29, 2023**
  - Ask members from other local boards to come and lead a panel about what it means to be on a board (members should email suggestions of organizations who might like to participate).
  - Engage community in discussion about being on co-op board.
  - Possible location: Martha’s Kitchen in Cromberg.
- **Recap and evaluate CAD and other events**
  - Gia attended both CAD events and stated they went well, but would prefer the Quincy event not be on Halloween (which overshadowed CAD) – board agreed that we should not do the Quincy CAD on same day as another big local event.
  - Survey results were all over the map and hard to evaluate.
  - Leslie was at Sierra Valley Art & Ag Trail event – co-op provided too much food at one location; miscommunication on how the event worked (multiple locations); for next year – divide up snacks (or start and end at Romano’s ranch).
- **2023 Election – Set date for candidate orientation**
  - Jan. 23, 2023 @ 4:00 pm
- **Membership Message**

### **New Business:**

- **Set Board Meeting Dates**
  - Jan. 23, 2023
  - Feb. 27, 2023
  - Mar. 20, 2023
  - Apr. 17, 2023
- **Meeting Facilitation Schedule**
  - January – Dana
  - February – Wayne
  - March – Scott
  - April – Leslie
- **Board Monitoring Reports** – templates have been requested from consultant, Ben
  - January: C/D Global Governance and Global Board Management – Gia
  - February: C1 Governing Style – Dana
  - March: C2 Board’s Job – Melissa
  - April: C3 Agenda Planning – Leslie

- **Committee Charters & Calendars**
  - Each chair needs to review their charter and calendar and make any necessary changes to match policy governance.
  - Marcie has already done much on this for Finance.
  - Executive Committee has already done this.
  - Share changes with whole board and upload to Google Drive.
- **Draft Governance Budget for 2023** – see separate draft budget.
  - Finance committee needs to work on this.
  - Gia drafted a budget based on Marcie’s budget for 2022.

*Wayne moved and Leslie seconded approval of Governance Budget. Motion carried.*

**Committee Reports:**

- **Board Development:** Met Oct. 20<sup>th</sup> to review policies; discussed revising Scoop article; did final editing of election handbook; policy committee met and finalized edits. Aubrey asked if there needs to be a signature field – Gia said there is a final signature page. Aubrey asked about Ballot Policy & Campaigning Policy. Gia responded where this should be updated.
- **Membership:** Met Nov. 11<sup>th</sup> – discussed Breakfast with the Board, and Co-op Stewardship Award – the committee would like a running list.
- **Finance:** Met Nov. 7<sup>th</sup>, joined by John Kimmel and Lucinda Berdon. John congratulated co-op on handling COVID but expressed concern about losses in first 2 quarters of 2022. Lucinda preferred the current location of Portola store over the other location that was in Old Town. She did not think that buying property now was advisable due to economic uncertainties, cost of upgrades, etc. See detailed minutes on Google drive. Next meeting scheduled for Dec. 6<sup>th</sup>.
- **Policy:** Met on Nov. 11<sup>th</sup> and went over the Board Election handbook.
- **Executive:** Met on Nov. 1<sup>st</sup> and talked about meeting facilitation and board report assignment. There will be a tracking sheet to fill out at meetings. Discussed calendars, Portola building and Quincy pergola – both on hold. Will be evaluating Marcie for February contract renewal.

**Closings:**

- **Board Member Check In:** N/A
- **Review Decisions, Tasks, Assignments:**
  - Board Ed: Dana
  - Facilitation: Dana
  - Staff Party: Dec. 17<sup>th</sup> 6 pm
  - Breakfast with the Board – January 29, 2023 (location TBD)
- **Review Board Calendar:** Election interests, GM evaluation, Candidate orientation before January meeting
- **Next BOD Meeting:** January 23, 2023
- **Summary for Employee Memo:** See Paylocity

**Adjourn Meeting:**

- *Leslie motioned to adjourn the meeting. Wayne seconded. Motion approved. The meeting was adjourned at 7:06 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.*