

BOARD MEETING MINUTES
FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING: February 27, 2023
Approved at March 20, 2023 meeting

Time: 5:02 pm – meeting called to order by Wayne Cartwright.

Location: Via Google Meet due to weather

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

Board members absent: None

Minutes taken by: Kendrah Fredricksen

Staff present: Marcie Wilde

Welcome guests: Nance Reed, Ian Schrammel

Agenda for February 27, 2023, Review & Approve:

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

Minutes of January 23, 2023, Review & Approve:

- *Gia moved to approve with changes. Aubrey seconded. Minutes approved.*

Board Education:

- **Board Education: Aubrey – Organic Certification**
 - Limited as a region on organic options
 - \$200 Billion industry
 - History: Indigenous ag practices are key
 - Post WWII, large farms were pushed to use chemicals, etc.
 - National Organic Program – 1990
 - Organic products often have more beneficial nutrients, anti-oxidants, etc.
 - Organic products contain fewer pesticides – better for environment
 - Organic farming is better for health of farm workers
 - Labeling – regulated by Federal Government
 - Resource cycling, maintain and improve soil & water health
 - Percentage of organic in product
 - No genetic engineering
 - All ingredients must be organic or otherwise specified
 - 100% Organic – USDA Organic (green, white, black)
 - 95% Organic – black or green, the 5% must still comply with FDA
 - Natural label – Certified Naturally Grown – no rules, no verification, may have pesticides
 - Made with Organics – must be at least 70% organic
 - Barriers to & problems with certification
 - Certification is costly
 - Additional layers of bureaucracy
 - Lengthy transition time – 3 year waiting period (no chemicals on land)
 - Limited number of certifying agents
 - Favors consolidated operations
 - Wayne added – that neighboring farms may be a problem if they are using pesticides or GMOs
- **Board Education Schedule:**
March – Wayne, April – Melissa

Reports:

Manager's Reports: See separate documents.

Policy: B5 – Customer Experience

- Global Policy – Customer count should continue to grow: we did grow – 18% more customers than prior year at both locations combined.
- Sub-policy B5.1 – Customer experience should be welcoming: Training (especially managers) on diversity, equity and inclusion.
- Sub-policy B5.2 – Comment system required. Regarding negative feedback – managers respond within a week.
 - Product and General Suggestions are highest
 - Initially comments were high regarding the deli
- Sub-policy B5.3 – Shopping experience must be safe. Passed all health inspections, Zero accidents, Zero recalls.
- Sub-policy B5.4 – Must have policy for customer misconduct. 2 incidents of no trespassing (1 at each location).
- Feedback from Board: It was noted more comments were received in Quincy (customers there are more used to this system).

Monthly Report for January

- \$318,915 Total Sales; Quincy = \$220,517, Portola = \$98,398; Increase of 6.2% from Prior Year.
- Prior Period Decrease of 9.1%. January followed a 10% discount month (January tends to be low in general).
- Outreach: Plumas Ski Club – \$987 for both locations
- Multiple snow days at Portola location; supply chain issues (e.g. eggs)
- Sale of house plants is going well.
- No inventory count for quarter 4 due to weather.
- Inflation is a challenge; Pricing increases continue to occur.
- Portola re-opened a small bulk section in January.
- Breakfast with the Board – 25 folks showed up in Blairsden. A main concern was deli/bakery consistency.

News and Observations of Portola Operations

- Portola – crew is very new; Store Manager has been there less than one year.
- Produce is doing exceptionally well – keeping it fresh, full, vibrant.
- Deli is doing well (one staff). May add a second person during the summer.
- Grocery needs the most attention. Buyers need extra support and guidance.
- Sales in the winter have exceeded past summer sales, which is encouraging.
- Considering hiring a second manager for grocery.
- Building for sale is causing stress for staff.

Old Business:

- **Breakfast with the Board** – fell on a snowy Sunday – November may be a better time. Only Quincy members attended despite location in eastern Plumas. Good comments about the food served at meeting (outside vendor).
- **2023 Election: Bios and Article** – Bios have been posted on website and in stores for past month or so. Aubrey will write short article on Breakfast with the Board, summarize bios, invite other members to consider joining the Board in the future, and remind folks to vote for Board. This article should be posted ASAP.

- **Committee Charters and Calendars** –
 - Finance charter – final changes have been made (must go over bank statements, etc.)
 - Finance calendar – Marcie put the calendar together to line-up with Board calendar.
 - *Leslie moved to accept revised charter. Scott seconded. Motion carried.*
 - Executive charter – lined up language with policy register language, removed language regarding HR staff (we no longer have this staff).
 - *Aubrey moved to accept revised charter. Melissa seconded. Motion carried.*
 - No changes to Policy Committee or Membership Committee charters (Membership Calendar had minor changes).
 - Board Development charter – Policy Governance change is needed regarding Board self-evaluation. Will approve this charter at next meeting.
- **Membership Message** – Aubrey will do the article listed under Old Business.

New Business:

- **Policies C1-C4 Board Assessment Survey Results**
 - Only received 5 responses from Board.
 - **C1. Governing Style** – 60% satisfactory, 40% room for improvement.
 - C1.2 Effective system of managing authority – 100% satisfactory.
 - C1.3 Work as a team – 80% satisfactory.
 - C1.4 Maintain discipline – 100% satisfactory.
 - C1.5 Embrace responsibility – 60% room for improvement.
 - C1.6 Exercise group authority – 80% satisfactory.
 - C1.7 Democracy – 100% satisfactory.
 - C1.8 Maintain commitment to diversity, equity, inclusion – 60% satisfactory.
 - C1.9 Seek diverse perspectives – 60% satisfactory.
 - C1.10 Policy Governance – 80% satisfactory.
 - C1.11 Obey all laws – 100% satisfactory.
 - Comments – pandemic made things difficult, improve outreach, more diversity, no changes needed to policy; review at Board retreat.
 - **C2. The Board’s Job** – 60% room for improvement.
 - C2.2 Hire, set compensation – 100% satisfactory.
 - C2.3 Assign responsibility on policy – 80% satisfactory.
 - C2.4 Monitor GM – 80% satisfactory.
 - C2.5 Self-Evaluation – 60% room for improvement.
 - C2.6 Board’s Capacity – Recruitment, Nomination, etc. – 60% room for improvement.
 - C2.7 Perform other duties as required – 100% satisfactory.
 - Comments – improve on recruitment for Board members.
 - **C3.1 Agenda Planning** – 80% satisfactory.
 - C3.2 Agendas determined by Board President – 100% satisfactory.
 - Comments – going well.
 - **C4.1 Board Meetings** – 80% satisfactory.
 - C4.2 Open to membership 100% satisfactory.
 - C4.3 Agreement through discussion – 100% satisfactory.
 - C4.4 Follow bylaws, documenting – 80% satisfactory.
 - These policies will be reviewed again next year.
- **GM 2023 Contract Renewal**
 - Executive Committee renewed GM’s contract for one more year.
 - Board voted by email to change contract amount – quorum was achieved.

- Closed session will discuss this further.

Committee Reports:

- **Board Development:** Met on Jan. 30th – reviewed calendar and charter. Will set up another meeting soon.
- **Membership:** Met on Feb. 22nd – reviewed charter and calendar. Discussed Breakfast with the Board. Started planning for Annual Meeting. Will meet in March.
- **Finance:** Met on Jan. 30th – Marcie presented budgets which are still in process. Budget includes lowering of labor costs via retaining staff. Included money for an audit. On Capitol Budget – added line item for solar improvements. Next meeting will be March 14th.
- **Policy:** Met on Feb. 23rd – reviewed charter and calendar. Worked on revising Procedures Handbook – GM/Board Relationship section needed edits. Will present revisions to Board at March meeting. Reviewing Policy Register. Doing Crosswalk Exercise. Next meeting on March 23rd.
- **Executive:** Met on Feb. 16th. Reviewed evaluation letter and Marcie’s self-evaluation. Discussed contract renewal. No upcoming meeting scheduled yet.

Closings:

- **Board Member Check In:**
 - Leslie reported on Community Supper sponsored by FRFC. Received positive feedback. It was a snowy evening. FRC students were shuttled to the church which increased attendance. Good way to introduce people to the co-op. Leslie volunteered to do Board Education in May.
 - Gia reminded members that in April officer positions need to be assigned.
- **Review Decisions, Tasks, Assignments:**
 - March facilitation: Scott
 - March Board Ed: Wayne
 - Membership Message: Aubrey
 - Charter and Calendar: Aubrey
 - Procedure Manual Edits: Gia
 - Calendars: all review committee calendars
- **Review Board Calendar:** See color-coded spreadsheet online (and in Board members’ boxes).
 - B2 – Planning and Budgeting, Prep for Annual meeting, Board Elections
- **Next BOD Meeting:** March 20, 2023
- **Summary for Employee Memo:**

Adjourn Meeting:

- *Gia motioned to adjourn the meeting. Leslie seconded. Motion approved. The meeting was adjourned at 6:35 pm.*

Closed Session: Closed session was held. Gia summarized: Executive Committee met on Feb. 10th to discuss the GM's performance, draft the evaluation letter, and propose terms of the contract renewal. The committee agreed to a new contract term that was proposed to the entire board for approval via an email vote on Feb. 11th. The proposed contract terms were approved by a quorum of the board. The EC then met with the GM on Feb. 16th and conducted her evaluation and discussed terms for her contract renewal.

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.