

BOARD MEETING MINUTES
FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING: January 23, 2023
Approved at February 27, 2023 meeting

Time: 5:02 pm – meeting called to order by Dana

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

Board members present: Wayne Cartwright, Dana Krinsky, Melissa Lopez, Gia Martynn (on Google Meet), Aubrey Pickerell, Scott Stirling

Board members absent: None

Minutes taken by: Kendrah Fredricksen

Staff present: Marcie Wilde

Welcome guests: Nance Reed, Clare Churchill, Ian Schrammel

Agenda for January 23, 2023, Review & Approve:

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

Minutes of November 21, 2022, Review & Approve:

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

Board Education:

- **Board Education: Dana – Organizational Change Management** – see two handouts.
 - Change Plan Components include Change Scope – people (who is impacted)
 - ADKAR – Awareness, Desire, Knowledge, Ability, Reinforcement
 - Stakeholder Analysis
 - Change Resistance Quadrants (high vs. low impact)
- **Board Education Schedule:**
February – Aubrey, March – Wayne, April – Melissa

Reports:

Manager's Reports: See separate documents.

Monthly Report (November 2022) – \$350,333

- Quincy = \$242,454
- Portola = \$107,878 (Prior year comparison increase 22.9%)
- Round-up Quincy = \$817, Portola = \$165, Total = \$982 for Bread for the Journey
- Giving Tree \$412 between both stores
- Received donation from BriarPatch in Grass Valley of 6 large orchard-style bins – for Portola

Monthly Report (December 2022) – \$350,694

- Quincy = \$242,587
- Portola = \$108,107
- Round up Quincy = \$794, Portola = \$188.86, Total = \$983 for Friends of Plumas Wilderness
- Giving Tree \$228 between both stores
- Portola came in second place for Annual Turkey Challenge
- Applying for grant to cover old and failing equipment through Sierra Healthy Refrigeration Program, up to \$50K, and federal grant for COVID sick pay for 2022
- Staff party was held with 40+ attending
- Gave staff bonuses based on credit card cash-back

Global Policy B1 – Financial Condition and Activities – Quarter 3 (July, August, September)

- Margin minus labor – was too high at 18.5, median is 17.1
- Sales per labor hour is high at 83.7, goal is to decrease labor (did decrease in quarter 3)
- Deli person in Portola has been moved to grocery shifts
- HR Manager has not been replaced
- Inventory turnover = 9.8, median = 11.8, retraining, resetting order of certain items, moving backstock inventory out.

Sub-policy B1.2 EBITDA (third quarter)

- Had slight profit .8 (up from two previous quarters)
- Prefer to be in 2% median range. Net income was \$6,390.
- Reducing labor, monitoring supply purchasing, two additional monthly discounts caused extra expenses.

Policy B7.1 – Communication to the Board

- Reports must be submitted to Board per a schedule (Board president needs materials 7 days before meetings), two months were late in 2022.

Sub-policy B8.2 Board Support

- Board packet was not submitted to Board members in timely manner. It was noted that this was not the fault of the GM and she should not have to report non-compliance. Report will be amended as needed, along with Policy B7.1.

Policy: B – Global Executive Constraint

- In compliance. No fines, no lawsuits, no illegal activity known. 2,413 total members at both locations. More new members in Portola than Quincy in 2022. Total donations to community in 2022 = \$16,208.

Melissa moved to approve Global Policy B1, Sub-policy B1.2, Policy B7.1, Sub-policy B8.2 Reports, and Policy: B (with amendments to B8.2, and B7.1 as needed). Scott seconded. Motion carried.

Old Business:

- **Breakfast with the Board** – scheduled for Sun. Jan. 29, 2023 @ 10 am (RSVP by 1/25/23), food provided by Quincy Provisions (\$10 per person), coffee by Coop, @ Mohawk Community Center (no cost for facility but can make donation – Wayne recommended \$75 donation). 25 people currently have RSVP'd.
- **2023 Election** – We have two perspective candidates, on track for timeline.
- **Committee Charters and Calendar** – Chair of each committee should review these items for their committee to make sure it aligns with Policy Governance. Marcie reviewed Finance Committee's info. Executive Committee is done. Deadline set for March meeting.
- **Membership Message** – Gia has not been able to do this the last couple of months. Aubrey volunteered to do a write-up after Breakfast with the Board.
- **Governance Budget 2023** – Add line item for Breakfast with the Board in this budget.

New Business:

- **Sierra Health Refrigeration Grant** – We must designate an “owner” in order to sign documents. Aubrey “Resolved that in order to manage FRFC’s financial transactions and to open up an account with US Bank, General Manager, Marcie Wilde is hereby authorized to act as signatory on behalf FRFC with US Bank.” Seconded by Melissa. Motion carried.

- **US Bank Designated Signers** – We have too much money in the bank (not covered by FDIC). It was recommended that we open a CD so we can gain interest. See motion under Sierra Health Refrigeration Grant. Aubrey moved that we designate Marcie Wilde as the signer on this account. Melissa seconded. Motion carried.
- **Annual Meeting Date** – must happen by the end of June. Saturday, June 24th was recommended as a possibility. It was also recommended that we hold the meeting at the Vet’s Hall.
- **Global Governance C1-C4** – Board self-monitoring. Quarterly surveys were recommended. Gia developed the first survey and sent it out via Google Forms. Board members should respond prior to next meeting.

Committee Reports:

- **Board Development:** Will set date to review Charter and Calendar soon.
- **Membership:** Met on January 13th and will meet in mid-February to review Charter and Calendar.
- **Finance:** Will meet January 30th at 5:30 pm. Wayne will meet with Marcie before that to review Charter and Calendar.
- **Policy:** Will set date in February to review Charter and Calendar.
- **Executive:** Sent out packet to committee re: Marcie’s performance evaluation. They will meet ASAP.

Closings:

- **Board Member Check In:** N/A
- **Review Decisions, Tasks, Assignments:**
 - February facilitation: Wayne
 - February Board Ed: Aubrey
 - Membership Message: Aubrey
 - All Chairs: meet with committees to review Charter and Calendar
 - All Chairs: complete C1-C4 Surveys
- **Review Board Calendar:** See color-coded spreadsheet online (and in Board members’ boxes)
 - Consumers, Election Article, Candidate Bios, Review GM compensation proposal, Contract renewal, etc.
- **Next BOD Meeting:** February 27, 2023
- **Summary for Employee Memo:** Gia will send summary email to Marcie (shorter than minutes).

Adjourn Meeting:

- *Scott motioned to adjourn the meeting. Wayne seconded. Motion approved. The meeting was adjourned at 7:04 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.