

BOARD MEETING MINUTES
FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING: March 20, 2023
Approved at April 17, 2023 meeting.

Time: 5:10 pm – meeting called to order by Scott Stirling.

Location: At white house in Quincy and on Google Meet.

Board members present: Wayne Cartwright, Dana Krinsky, Melissa Lopez (online), 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 March 20, 2023, Review & Approve:

Gia moved to approve with one item moved to Closed Session. Leslie seconded. Agenda approved.

Minutes of February 27, 2023, Review & Approve:

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

Board Education:

- **Board Education: Wayne** – see handout.
 - **Customer Experience** (from January *NCG Board Bulletin*), only 73% of coop shoppers are “highly satisfied.” Issue of affordable food. Must accept that not everything is certified organic. We excel at being a neighborhood store – via customer service. Contributions to community (round-up) are important. Board can step-up appreciation to staff on regular basis (learn names, etc.). Identify self as a board member. Board can make suggestions to make things better. See NCG video on Columinate.
- **Board Education Schedule:** April – Melissa

Reports:

Manager’s Reports: See separate documents.

- **B2 Monitoring** – In compliance. Must become a multi-year plan. Must avoid fiscal jeopardy for budgets. Sub-policy B2.1: projections must be expectations as to not putting coop in jeopardy. See chart of Financial Condition vs. Budget Projection. Rationale must include NCG thresholds, historical data, etc. Member equity must be positive. Must pursue excellence (e.g. Margin Minus Labor, Sales per Labor Hour, Inventory). Feasibility required for investment projects. Budgeting must consider organizational structure and staffing.
- **2023 Annual and Capital Expenditures Budgets** – Rationale: Rely heavily on NCG. 5% sales increase projected. Net income should be at least 2% of sales. Projection of Ratios, Debt to Equity over last few years, is on target. Historical data is used to rationalize revenue. 4.3% average change increase.

Actual Budget – Target – 5% increase in sales. Labor 26.21%, Governance .56%, Occupancy 4.4%, Total Marketing .22%, Total Operating 7.03%, Total Expenses 38.2%, Net Income 2.009%. Hope for \$88,563.61 Net Income. Will compare mid-year to actual. Add this to Finance Committee’s calendar.

Capital Expenditures Budget – Approx. 1,800 paying members, working on grant for Deli Cooler, Priorities: Update Quickbooks, Network/Internet Upgrade (@ white house), Exterior Security Cameras. It was suggested that line item for Financial Audit be put off

until priority items have been covered. Discussed issues with oven and need for replacement. Roof at white house is 30-40 years old (shingles are blowing off). Solar improvements were suggested by BoD and Bill Battagin. Note that Pergola is still desired, but not a top priority. Board asked that Pergola be added back to chart of Uses.

Leslie recommended that banners be created for Portola for special events, and that money be added to budget under Marketing for this.

Wayne moved to approve both budgets with changes as discussed. Leslie seconded. Motion carried.

- **Monthly February** – Sales were \$300,427. Increase of 4.6% over prior year. Outreach \$856 for Quincy Head Start, almost \$200 for Long Valley Charter School. Less days in February with some poor weather which slowed sales. Two blizzard days (Quincy store closed early, Portola was closed entirely). New produce signs at both locations are getting positive feedback. Deli participated in Chili Cook-off on Ground Hog Day (and won People’s Choice). Deli hosted Great Basin Food Co-op from Reno for a couple days to teach sourdough bread baking. NCG highlights: sales growth for all coops is down to 2%; EBITDA has also slowed; 2/3 of coops have seen moderate growth; operating costs are expected to increase; store safety is a concern across country.

Old Business:

- **Annual Meeting:** Scheduled for Saturday, June 24th at the Vets’ Hall; speaking to caterers and bands, etc.
- **2023 Election Update:** Have received 5% membership ballots; ballots close at end of month.
- **Committee Charters and Calendars** – See monitoring calendar with tabs for each committee. (Add review Budget in June and Board Governance Budget for next January.) Membership and Board Development updated their individual calendars (Aubrey will update main calendar with this info). Policy committee is meeting this week to work on Policy Register. Minor update was made to Board Development Committee Charter – see # 8 on charter. *Leslie moved to approve the change to charter. Gia seconded. Motion carried.*
- **Membership Message** – Gia would like to write a message for her last month as president. Amber did get one out recently about election and Breakfast with the Board.

New Business:

- **Board Succession** (moved to closed session)
- **Review Proposed Procedure Manual Edits** – See pages 27-28. Board - Management Relationship – GM Evaluation procedure and timeline. Now matches up more with the Register. GM Compensation Procedure also updated. (Note that more changes will be updated on a quarterly basis.) *Wayne moved to approve the changes. Melissa seconded. Motion carried.*

Committee Reports:

- **Board Development:** Met on March 16th. Reviewed charter and calendar. Discussed board self-evaluation. Will meet on April 3rd to count votes and review Google form.
- **Membership:** Met on March 20th and discussed Annual Meeting planning.
- **Finance:** Met on March 14th and looked at both budgets. Reviewed B2 monitoring report and Q4 report. Discussed audit.
- **Policy:** Met on February 23rd; will meet on March 23rd. Discussed Register and Manual – will continue to work on this for quarterly reviews. No changes to charter.

- **Executive:** Has not met since GM evaluation and contract.

Closings:

- **Board Member Check In:** Leslie asked about Riley's Jerky. This will be added to coop inventory next week, but it is not organic or non-GMO.
Discussed buyers of Portola store. They are interested in investing in upgrading the space and keeping coop as renters.
- **Review Decisions, Tasks, Assignments:**
 - April facilitation: Leslie
 - April Board Ed: Melissa
 - Membership Message: Gia
 - Charter and Calendar: Aubrey will update main calendar
 - Calendars: all review committee calendars
- **Review Board Calendar:** See color-coded spreadsheet online (and in Board members' boxes).
 - Prep for Annual meeting, Orient new Board Members, Elect Officers
- **Next BOD Meeting:** April 17, 2023
- **Summary for Employee Memo:**

Adjourn Meeting:

- *Melissa motioned to adjourn the meeting. Wayne seconded. Motion approved. The meeting was adjourned at 7:05 pm.*

Closed Session: Board Succession

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.