

BOARD MEETING MINUTES
FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING: April 17, 2023
Approved at May 22, 2023 meeting

Time: 5:33 pm – meeting called to order by Melissa Lopez.

Location: White house and Google Meet

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

Board members absent: None.

Minutes taken by: Kendrah Fredricksen

Staff present: Michelle Fulton, Marcie Wilde

Welcome guests: Nance Reed (online)

Agenda for April 17, 2023, Review & Approve:

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

Minutes of March 20, 2023, Review & Approve:

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

Board Education:

- **Board Education: Melissa – Earth Day – April 22nd** – celebrates achievements and raises awareness. Started in 1970 by Senator Gaylord Nelson. EPA and Clean Air act were created as a result of Earth Day. FRFC is hosting plant swaps at both locations on April 22nd this year. There are many ways to celebrate Earth Day.
- **Board Education Schedule:** See Closings below.

Reports:

Manager's Reports: See separate documents.

- **March Monthly – \$359,139 in sales**, Quincy sales down (many bad weather days, including early closures), Portola sales up over 20%.
 - Round-up for Quircus – raised \$807.35 total.
 - Portola – water issue (resolved).
 - All-staff meeting was held March 18th.
 - Drawer accountability – Quincy implemented in March (to be implemented in Portola eventually).
- **B1 Quarter 4 – Mostly in compliance. Items out-of-compliance are listed below.**
 - Global Policy – Sales per Labor Hour – slightly under median; labor has decreased (5% in quarter 4), turnover has been reduced.
 - Inventory turnover – inventory not turning over ties up cash, last inventory was delayed due to weather. Category management and merchandising needs improvement, especially in Portola – training is needed.
 - Net income – below expectations -4.25% (other coops are also suffering)
 - Equity Growth – member paid-in equity and earnings: -14% paid in equity; comparing Quarter 4 2022 to Quarter 4 2023 (2022 had injection of cash for pandemic); need to decrease labor and payroll costs (e.g., COVID sick pay has ended), increase sales, etc.

Wayne moved to approve Manager Reports. Aubrey seconded. Motion carried.

Old Business:

- **Save the Date article – Annual Meeting June 24th**; Leslie and Aubrey will work together on article; Band – “Night Brain” will perform; renting Vets Hall; trivia will be played; need a caterer – suggestions were given.
- **Committee Charters and Calendars** – Membership and Policy Committee have been updated.
- **Membership Message** – Gia will get an article to Amber ASAP.

New Business:

- **Farewell to Departing Members** – Gia acknowledged Aubrey (who came on in 2020 – difficult year), Aubrey acknowledged Gia. Flowers were presented to Gia and Aubrey. **Thank you!**
- **Seat new Board Members – Welcome to Ian and Clare!**
- **Board Officer Elections, Review Job Descriptions** – *the following officers were nominated and voted in unanimously:*
 - **President – Scott**
 - **Vice President – Melissa**
 - **Secretary – Dana**
 - **Treasurer – Wayne**
- **Review and Sign Code of Conduct** – All forms were signed and given to Scott, who was given key to cabinet, the log-in to board email, etc.
- **Update Board Roster Contact Info** – Contact Dana to update as needed.
- **Confirm Committee Chairs & Update Roster** – (first person listed is chair)
 - Executive Committee – Scott, Melissa, Dana, Wayne
 - Policy Committee – Dana, Scott, Leslie, Rachel B., Linda M., and Nance R.
 - Finance Committee – Wayne, Clare, Ian, Lucinda W.
 - Membership Committee – Leslie, Melissa, Ian
 - Board Development Committee – Wayne, Clare, Nance R., Linda M., Aubrey, and Alan Morrison
- **Set BOD Meeting Dates May-November – Will now be 4th Monday of the month.**
 - **May 22nd**
 - **June 26th**
 - **July 24th**
 - **Sep. 25th**
 - **Oct. 30th**
 - **Nov. 27th**
- **Set Board Retreat Date – Sunday, September 17th (9 am to 1 pm)**, Executive Committee will meet to discuss topics for the retreat.
- **CCMA Conference** – June 8th – 10th in Sacramento; Scott, Leslie, Marcie, and Sarah will attend. This conference is intended mostly for Store Managers. 3-day event with many breakout sessions. Will tour local coops.
- **C – Global Governance Policies C5-C8: Board Self-Assessment Survey**
 - Aubrey put together the survey (located in Board folder).
 - Wayne will send email with the proper links.
 - This will be discussed at the May meeting.

Committee Reports:

- **Board Development:** Met April 3rd, counted votes, 189 votes (2 thrown out), bylaw requirements were met; in future, need more East Plumas County representatives; Next meeting will be May 8th at 5 pm.

- **Membership:** Leslie & Aubrey will meet this week and full group will try to meet May 17th at Noon.
- **Finance:** Did not meet last month. Will meet May 9th at 5 pm. Will present on patronage at May's Board meeting.
- **Policy:** Last met in March and reviewed register and created policy calendar. Next meeting scheduled for April 19th.
- **Executive:** Met April 3rd and discussed officer roles, orientation. Next meeting will discuss focus for retreat and is scheduled for April 24th 5:15 pm.

Closings:

- **Board Member Check In:**
- **Review Decisions, Tasks, Assignments:**
 - Meeting Facilitation
 - May – Leslie
 - June – Ian
 - July – Clare
 - Board Education:
 - May – Wayne
 - June – Scott
 - July – Ian
 - Sept. – Leslie
 - Membership Message: Gia
 - Charter and Calendar: ongoing for committees
 - Calendars: all review committee calendars
- **Review Board Calendar:** See color-coded spreadsheet online (and in Board members' boxes).
 - Dana will update the monitoring report.
 - Self-Assessment surveys – everyone (except the 2 new members) – Scott will set deadline and send email.
 - May – annual meeting agenda.
 - Outgoing president's report – Assessment of last year – Gia.
 - Board retreat to be planned.
- **Next BOD Meeting:** May 22, 2023
- **Summary for Employee Memo:** Scott will summarize April meeting and send to Marcie.

Adjourn Meeting:

- *Scott motioned to adjourn the meeting. Leslie seconded. Motion approved. The meeting was adjourned at 6:55 pm.*

Closed Session:

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 FRFC web site.