

BOARD MEETING MINUTES
FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING: September 18, 2023
Approved at 10/23/2023 meeting

Time: 5:03 pm – meeting called to order by Scott Stirling

Location: White house and Google Meet

Board members present: Wayne Cartwright, Clare Churchill, Melissa Lopez, Ian Schrammel, Scott Stirling, Leslie Wehrman

Board members absent: Dana Krinsky

Minutes taken by: Kendrah Fredricksen

Staff present: Michelle Fulton, Marcie Wilde

Welcome guests: None

Agenda for September 18, 2023, Review & Approve:

- *Wayne moved to approve. Clare seconded. Agenda approved with changes.*

Minutes of July 24, 2023, Review & Approve:

- *Clare moved to approve. Leslie seconded. Minutes approved.*

Board Education:

- **Board Education: Scott spoke regarding an upset member during a recent masking episode.**
 - Scott was blindsided by this episode and got a phone call at home (on a Sunday). The Board discussed how to handle this going forward. GM made this decision in order to keep the co-op open. We were not requiring customers to mask.
 - Michelle said that when employees are hired, they are asked if they are willing to mask or if they need special accommodations.
 - Such concerns should ultimately be addressed by GM.
 - If an employee goes to a Board member about an issue, they should be redirected to GM.

Reports:

Manager's Reports: See separate documents.

- **July Monthly** – July sales total \$415,700, which is up from prior year – at both locations. Quincy is slightly down from prior period. Portola did increase over the prior period.
 - Round-up: Wild Mountain Herbal Collective - \$1,013.24; Portola Co-op Preschool \$352.42
 - High Sierra Festival attendance was down, so sales were not as high as anticipated.
 - The Produce Cooler failed and continues to cause problems – it cost \$12,000 to fix. We are hoping to hear soon about the grant we wrote to replace this. MODs are checking temperatures on all cases frequently.
 - Inventory count was done in July. Sharrill and GM followed inventory guy around.
 - Sierra Energy Watch was contacted for an energy audit, and they will consult on how to increase efficiency.
 - Portola crew had their summer gathering at Gumba's.

- **August Monthly** – August sales total \$386,856; the combined total is up from the prior year. Both locations were down from the prior period.
 - Round-up: Friends of Plumas County Animals - \$1,127.29; Loyalton Elementary Learning Garden - \$287.74
 - NCG Conference Convergence was held in Minneapolis, MN – 3 staff attended.
 - A Covid outbreak occurred in Quincy store with 5 total staff members out. We were able to keep the doors open. Admin. Staff helped out in the store. Michelle said the management team was great at filling in.
 - The Leadership Team met – reviewed 2nd quarter numbers, employee survey, retirement plan for Sharrill (this Friday is her last day) and transition – she is training replacement (Sam), scheduling changes – need a buyer to replace Sam, how to avoid burnout (take time-off, etc.), minimum wage will increase to \$16/hr. Jan. 2024.
- **B3-AssetProtection – See separate report. All areas are in compliance.**
- 1. **GM must not allow inadequate insurance for facilities, equipment, and business interruption.**
- 2. **GM must not allow unnecessary exposure to liability or lack of insurance protection from claims of liability.**
- 3. **GM must not allow deposits or investments to be unreasonably risked.**
- 4. **GM must not allow inadequate security of premises and property.** New: requiring each cashier to count their drawer at beginning and end of shift. We are in the process of writing up a policy for when cash drawer is \$5 or more off. Annual reviews will reflect how many times drawers were off. Inventory is handled by an outside source (will use them one more time this year and decide if we will stay with them). Paylocity is used for payroll. No breaches of security. No significant losses in produce this quarter. Alarm system and security cameras implemented.
- 5. **GM must not allow data, intellectual property, or files to be unprotected from loss, theft or significant damage.** Discussion ensued about where back-up files for computers are kept.
 - a. **5.a. Allow improper usages of member-owners' and customers' personal information.**
- 6. **GM must not allow purchasing that is uncontrolled or subject to conflicts of interest.**
- 7. **GM must not allow lack of due diligence in contracts.** We have no long-term contracts in place.
- 8. **GM must not allow damage to the Cooperative's public image.**

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

Old Business:

- **Annual Meeting Review** – membership committee meeting was held to discuss what was working and not working. Consultant, Ben, helped the team come up with suggestions. Cost was the biggest issue. Discussed purpose, history, celebratory vs. business meeting, planning, timeframes, responsibilities. Catering costs were high. The committee will discuss this further. Possibly combine membership drive with fun activities, join with Rugged Roots, allow kids to attend, simpler menu (organic) – e.g. finger-food snacks, etc. Discussed Breakfast-with-the-Board and having this every year, switching between Portola and Quincy.

- **Investment Options** – We are looking at moving money from Plumas bank into several CDs, moving IRAs, etc. to Edward Jones.
- **Board Retreat Review** – Scott thought it felt more like a real retreat. Consultant, Ben, seemed unprepared. The Board appreciated visiting places we support. Discussed if we want to stay with Columinate going forward. This costs us \$7,000 per year. Instead, we could pay for certain aspects of this as needed.
- **Membership Message** – Leslie will do a write-up reviewing the Annual Meeting.
- **Board Recruitment** – Scott had a couple suggestions of possibilities, Leslie had one, Wayne had one, Clare had one.

New Business:

- **Board self-assessment survey review** – moved to closed session.
- **Transfer of signers on bank accounts**
Scott made a motion to transfer the signer on our bank accounts.
Plumas bank account #: #####
Sharrill Irons should be removed. Samantha Ray should be added.
Leslie seconded. Motion carried unanimously.
- **Set Facilitation Schedule and Board Education Schedule: Wayne – October, Melissa - November, no December meeting, Dana – January**

Committee Reports:

- **Board Development:** Wayne said they have not had a meeting recently. They will schedule one soon.
- **Membership:** Leslie said they met last Monday, and she will send a poll out to meet in the next month.
- **Finance:** Wayne said they met Aug. 9th and reviewed bank statements and reconciliations for April, May, June. They reviewed insurance policies – worker’s comp went up 87%, mostly from bakery. They improved policies. Discussed building an off-site kitchen (no site currently available). Discussed storage – suggested we should get a metal shed behind white house (to replace current small shed). Also met Sept. 14th and reviewed 2nd quarter report. Lucinda suggested that the Board should do more follow-up on actions GM is taking. Discussed inventory, metrics, labor, bakery staff, price comparisons, CDs, 2nd cooler failure (another \$7,000+ fix), need to get 3 bids for installation of new cooler ASAP, etc.
- **Policy:** Table for next meeting.
- **Executive:** Scott said they have not met; they will meet at the beginning of October.

Closings:

- **Board Member Check In:** N/A
- **Review Decisions, Tasks, Assignments:**
 - Meeting Facilitation and Board Education: **Wayne – October (Education: 4 pillars), Melissa - November, no December meeting, Dana – January**
 - Membership Message: **Leslie on Annual Meeting**
 - Charter and Calendar: ongoing for committees
 - Calendars: all review committee calendars
- **Review Board Calendar:** See color-coded spreadsheet online (and in Board members’ boxes).
- **Next BOD Meeting:** October 23, 2023
- **Summary for Employee Memo:** Scott

Adjourn Meeting:

- *Clare motioned to adjourn the meeting. Wayne seconded. Motion approved. The meeting was adjourned at 7:00 pm.*

Closed Session: Board self-assessment survey review.

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.