

**BOARD MEETING MINUTES**  
**FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS**  
**REGULAR MEETING: November 27, 2023**  
**DRAFT**

**Time:** 5:01 pm – meeting called to order by Melissa

**Location:** White house and Google Meet

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

**Board members absent:** Dana Krinsky, Leslie Wehrman

**Minutes taken by:** Kendrah Fredricksen

**Staff present:** Marcie Wilde, Ross MacNeil [rmacneil@featherriver.coop](mailto:rmacneil@featherriver.coop)

**Welcome guests:** N/A

**Agenda for November 27, 2023, Review & Approve:**

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

**Minutes of October 23, 2023, Review & Approve:**

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

**Board Education:**

- **Board Education – Marcie: Dissecting the Definition of Healthy**
  - **Gabby Davis, NCG – Racial Equity and Food Justice Manager**
  - She toured many co-ops and asked employees and customers what they thought healthy means.
  - Healthy Diet (eating to protect against malnutrition) vs. Nutritious Diet (fruits, vegetables, whole grains, fat-free, etc.)
  - Example of bias – “Breast is best” vs. “Fed is best.”
  - Be careful what we say to staff and customers about their food choices.
  - Suggested Co-op Principles: be open-minded; acknowledge bias; do intrapersonal work; continue to unlearn & relearn; encourage member autonomy in purchasing; provide education when requested; Mind Our Own Business about what people choose to eat.
  - Purchasing Policy – needs updating (e.g. impossible to become 100% organic).
  - We do not meet WIC requirements at this time (need conventional options).

**Reports:**

**Manager’s Reports:** See separate documents.

- **Policy B9 – Emergency GM Succession**
  - **We are in compliance with the entire policy. IGM, Michelle Fulton, is successor for GM.**
  - IGM participates in several operational functions so that she can take over if needed.
  - See Emergency Succession Plan for GM position (separate document).
- **October Monthly**
  - \$371,863 in sales, increase of 3.6% over prior year; Basket size increased slightly over prior year.
  - Quincy \$256,300 in sales; small increase over prior year and basket size.

- Portola \$115,562 in sales; 9.6% increase over prior year; \$4.24 increase in basket size over prior year.
- Outreach (Round-Up at Register) - \$1,105 for Lost Sierra Food Project; \$276 for Sierra Buttes Trail Stewardship
- October was Co-op month: Various tabling activities at both locations, including: Plumas Audubon, FRLT, Pre-school cooperative, and The Plumas Sun. Great participation at both locations.
- Hosted the apple press during Safe Trick-or-Treat event and handed out candy. A record number of surveys were completed (182).
- Hired Ross MacNeil for outreach, marketing, etc.
- Portola – had water main break – closed for two days. Approximately \$8,000 in sales were lost.
- Marcie, Michelle & Sara attended NCG Operations conference for SMs & GMs which covered many topics.

*Ian moved to approve the Manager's Report. Clare seconded. Motion carried.*

- **4 Pillars Survey Results** – table until next meeting.

#### **Old Business:**

- **Membership Message** – Leslie is still working on this and may appreciate help (Scott will reach out).
- **Board Recruitment** – Wayne spoke with a couple potential candidates. It was suggested that we offer a one-year position for FRC students (we would need to change the bylaws to do this). Current board should continue to approach potential candidates.

#### **New Business:**

- **Food Provided at BOD meetings** – While working on Governance budget, Wayne said they reviewed the Board's line item for food at meetings. They suggested that board members bring their own food, purchased at co-op, on credit. This could help eliminate waste and reduce costs (e.g. Deli staff). The food should be charged to FRFC's account (1007). Meals will be capped at \$15 per person (+ no alcohol).
- **October Survey Results** – Received 10% member response. There does not seem to be much concern about discounts changing. Discussed allowing quarterly discount to be offered entire quarter (not just one month). Discussed changing Tuesday/Wednesday discounts to members only. Signage should be put at registers prior to this change.

*Scott moved that Tuesday and Wednesday discounts be for members only starting January 1, 2024. Ian seconded. Motion carried.*

- **Set BOD Meetings 2024** – It was recommended that meetings be on the 4<sup>th</sup> Monday until new board members join in April. (**This agenda item should be moved to the April meeting.**)
- **Evaluate Breakfast with The Board** – Leslie suggested that this should be a yearly event (next one: Fall 2024). Tabled until next meeting.
- **Draft Governance Budget** – Wayne reported: we should be spending less on education next year (no longer paying yearly fee for Columinate). Can cut expenses on mailings – use more electronic notices. Cut expenses on board food. Spend more on annual meetings and more on Breakfast with the Board. Separate annual business meeting from annual

party/gathering (could have on same day). Table further discussion of annual meeting and dates of additional co-op events until next Board meeting.

### **Committee Reports:**

- **Board Development:** Wayne said they met Nov. 13<sup>th</sup> – worked on letter re: election. Looked at Board Election handbook. Issue of “signing an agreement” for potential board members – must read handbook (but what about procedures, policies, bylaws, etc.?). They will work on draft changes and the executive committee will finalize in December.
- **Membership:** Melissa said they have not met but will try to meet in December.
- **Finance:** Wayne said they met Nov. 6<sup>th</sup>. Worked on Governance Budget. Quarter 3 numbers look good. Reviewed 3<sup>rd</sup> Quarter statements. Discussed next Financial Review – for 2021-22. Next meeting will be Dec. 11<sup>th</sup>.
- **Policy:** No report.
- **Executive:** They will meet on December 20<sup>th</sup> to discuss handbook changes (see Board Development).

### **Closings:**

- **Board Member Check In:** N/A
- **Review Decisions, Tasks, Assignments:**
  - Meeting Facilitation and Board Education: Dana – January
  - Membership Message: Leslie on Annual Meeting (Scott to check-in with her)
  - Charter and Calendar: ongoing for committees
  - Calendars: all review committee calendars
  - Potential candidates should come to January meeting for orientation (and sign agreement)
- **Review Board Calendar:** See color-coded spreadsheet online (and in Board members’ boxes).
- **Next BOD Meeting:** January 22, 2024
- **Summary for Employee Memo:** Scott

### **Adjourn Meeting:**

- *Melissa motioned to adjourn the meeting. Ian seconded. Motion approved. The meeting was adjourned at 6:51 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 FRFC web site.*