

**BOARD MEETING MINUTES**  
**FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS**  
**REGULAR MEETING: January 22, 2024**  
**Approved at February 26, 2024 Meeting**

**Time:** 5:00 pm – meeting called to order by Scott

**Location:** White house and Google Meet

**Board members present:** Wayne Cartwright, Melissa Lopez, Ian Schrammel, Scott Stirling, Leslie Wehrman, Dana Krinsky

**Board members absent:** Clare Churchill

**Minutes taken by:** Ross MacNeil

**Staff present:** Marcie Wilde, Ross MacNeil

**Welcome guests:** Nance Reed, Tim Jones

**Agenda for January 22, 2024, Review & Approve:**

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

**Minutes of November 27, 2023, Review & Approve:**

- *Melissa moved to approve. Ian seconded. Minutes approved.*

**Board Education:**

- **Board Education – Ian**
  - Played a video lecture by David Woo focusing on the 7 Cooperative Principles.
  - Cooperative Principles should be better communicated to consumers.
  - Competitive advantage of co-ops: We can say that our shoppers govern our store.
  - Talk to journalists etc. about cooperative principles to spread the word.

Discussion after video: Ian suggests having concise few sentences about what a co-op is in articles we publish – Such as the fact that everyone can shop, anyone can join, etc. Maybe get youth involved again, educating younger audiences about cooperatives.

**Reports:**

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

- **B Global Executive Constraint - Top level policy that guides how our co-op operates**
  - Relies on adherence to 7 Cooperative Principles
  - According to Marcie, we adhere to these principles through some of the following:
    - Democratic member control retained by co-op members electing board of directors; Co-op policies focused on making members thrive in this business.
    - Online education/marketing materials, demo program happening weekly
    - Being a part of other cooperatives, donating to local nonprofits (Round Up at the Register, Co-op Community Fund, etc.).

Leslie asked if we ever failed to meet a quorum for board election votes. We did about 5 years ago and simply extended the voting period.

- **B1 - Quarter 3**
  - The co-op is in compliance with the Global Policy - Decreasing labor, decreasing expenses, increasing sales
  - 5% sales growth, meets expectations
  - Net income was not in compliance. We had a 1.8% net income - our target was 2%.
  - Year to date, we are still in the negative for profit, but recent quarter showed positive trends.
  - Plan to increase net income: Hire more, purchasing more supplies, utility consumption upgrades (HVAC, looking into grants), working on saving money on repairs. Refrigeration upgrades from recent \$240,000 grant will help income.
  - **B1 - 5 - Another area of non-compliance**
    - Did not meet expectations on equity.
    - Overall, we are doing much better than previous quarters.
- **B7 - Board/GM Communication Report**
  - GM has met all requirements for timely reporting to board, informing board on media, events, etc.
- **B8 - Board Support**
  - GM has met requirements for board support
  - Marcie encouraged the board to submit board meeting agendas on time so they can be posted in the stores in a timely manner
- **FYI Nov/Dec Monthly Reports**
  - In total, November sales decrease, average basket size is also down
  - Portola - small increase in sales and basket size
  - Record-breaking Round Up at the Register donation in November - Yamani Maidu Cultural Council.
  - Received ARPA grant only for Portola.
  - Internet cyber attack in November. Lost some sales.
  - Hired new outreach coordinator, Ross MacNeil—conducts weekly demos and visits Portola store regularly.
  - COVID outbreak in November. Portola store had to close one day due to lack of staff.
  - Decrease in sales in Quincy. Increase in sales in Portola.
  - Moved employee IRA account to Edward Jones.
  - New shelves soon to be installed in Portola.

*Scott moved to approve Manager's Reports. Ian seconded. Motion carried.*

- **4 Pillars Survey Result**
  - Wayne presented results. Discussed how we meet the 4 pillars.
    - Results showed that board elections are not as robust as they could be.
    - We fall short at our annual meeting - not enough attendance or interest.
    - Members are not taking advantage of participation opportunities, but we do offer these opportunities.

### Old Business:

- **Membership Message** – Published message in Scoop article in mid-December.
- **Board Recruitment** – We are still short on recruitment. So far, just have Tim interested. Wayne to table this Wednesday and reach out to members who attended last year's annual meeting.

### New Business:

- **Deadline For Candidate Declarations (1/31):** Running low on candidates, but will do more outreach.
- **GM Review (done by 2/16):** Executive committee to work on this.
- **Governance Budget:** Put more money into breakfast with the board and annual meeting, less spent on education (Columinate), hopefully cuts on mailings and supplies.

*Ian moved to approve Governance Budget. Wayne seconded. Motion carried.*

- **Set Annual Meeting Date:** Membership committee proposed date of Saturday, June 8, 2024. Get into contact with The Farm about this date, hopefully will be hosted there.
- **Breakfast With The Board:** Membership committee has a few dates that will be voted on later.
- **Election Recruitment Article:** Tim recommended reaching out to KQNY radio to see if we could have a board member interviewed. Leslie recommended reaching out to Plumas Arts.
- **Candidate Package Review:** Edited the Board Election Handbook and released it.
- **Set BOD Meetings 2024:** 4th Monday of each month, no meeting Aug or Dec.

### Committee Reports:

- **Board Development:** Wayne said they met Dec. 14 – Completed final edits of Election Handbook.
- **Membership:** Met January 16, 2024. Talked with new outreach coordinator Ross, who will be working closely with the committee. Talked about upcoming events: Railroad Day (Sept.), Annual Meeting (June), Breakfast With The Board (Aug.), Taylorsville 4th of July Parade (July), Art and Ag (Sept.), Safe Trick-or-Treat (Oct.), Sparkle Parade, etc.
- **Finance:** Has not met since last board meeting.
- **Policy:** N/A.
- **Executive:** Met on Dec. 13.

### Closings:

- **Board Member Check In:** N/A
- **Review Decisions, Tasks, Assignments:**
  - Review deadline for candidate declarations.
  - Executive Committee working on GM review / contract renewal. Approved budget.
  - Set tentative Annual Meeting date of June 8, Breakfast With The Board date TBD.
  - Contact other co-ops about their annual meetings.
  - Ross to reach out to KQNY for a spot about board elections.
  - Set event dates (create Google Form).

- **Review Board Calendar:** N/A
- **Next BOD Meeting:** February 26, 2024
- **Summary for Employee Memo:** Scott

**Adjourn Meeting:**

*Wayne motioned to adjourn the meeting. Ian seconded. Motion approved. The meeting was adjourned at 6:46 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.*