

BOARD MEETING MINUTES
FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS
REGULAR MEETING: April 22, 2024
APPROVED AT MAY 28TH BOARD MEETING

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

Location: White house and Google Meet

Board members present: Wayne Cartwright, Melissa Lopez, Ian Schrammel, Leslie Wehrman, Dana Krinsky, Clare Churchill

Board members absent: Scott Stirling

Minutes taken by: Ross MacNeil

Staff present: Marcie Wilde, Ross MacNeil

Welcome guests: Nance Reed, Kate Rahmeyer, Tim Jones

Agenda for April 22, 2024, Review & Approve:

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

Minutes of March 25, 2023, Review & Approve:

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

Board Education:

- Skipped due to busy agenda.
- Leslie to facilitate and educate at next meeting.

Reports:

Manager's Reports

- **GM FYI Reports - March 2024**
 - Both locations had decrease of sales
 - Partly due to Portola power outage at beginning of March.
 - Round Up at the Register donated \$1,100 to Fire Safe Council and PAWS.
 - Snow storm and power outage caused estimated loss of \$30,000 (wages, product, etc.) in Portola.
 - Ignition switch for oven in Quincy broke, causing loss of sales. But it was fixed and oven is now working very smoothly.
 - Portola shelf upgrade due to occur in fall.
 - New salad bar in Quincy due to open 4/23/24.
 - Hot bar will come in the fall.
 - Formed ad hoc committee for Farmers Market.
 - Exploring idea of bringing WIC into the store.
 - About 7 employment positions open right now between both stores.
 - Power bills are exorbitantly expensive in Portola.
- **B1 - Financial Conditions Monitoring Report**
 - Labor remains stubbornly high - increase in minimum wage, lots of turnover (probably in the 50% range).
 - Repairs were expensive, so were operational expenses.

- Cost of goods was fairly high in Portola (64%) - target is 60%.
- Utilities increased 22%, showing struggles with things that are out of our control, but we can try to be more efficient.
 - Possibility of installing new, more efficient solar panels. Will keep an eye on this to see if we can put them in our budget down the road.

Melissa motioned to approve B1 Report. Ian seconded. Motion carried.

Old Business:

- **Save The Date Article - Annual Meeting**
 - Not finished yet, but will send out a save the date once we hear back from band.
- **Membership Message**
 - Short write-up to be done by Scott for co-op staff members.
 - Possibility of renaming Membership Message to something like “Board Message” or “Staff Message”.
- **Farmers Market Ad Hoc Committee Report**
 - Met in early April.
 - Determined that the grant would not be pursued.
 - Around \$3,000 of grant interest so far and 25 interested volunteers.
 - Check in about whether we can get Nevada farmers interested – might be issues with transportation of produce.
 - Most important issue right now is to get farmers interested and committed.

New Business:

- **Farewell To Departing Directors**
 - Thank you to Scott Stirling and Dana Krinsky.
- **Seat New Board Members**
 - Welcome Tim Jones and Kate Rahmeyer.

Melissa motioned to approve seating of new board members. Wayne seconded. Motion carried.

- Melissa to send out survey regarding event dates, etc. to new board members.
- **Board Officer Elections, Review Job Descriptions**
 - President: Wayne nominated Melissa to be president. Ian seconded. Melissa agreed. Motion passed. Melissa Lopez is now board president.
 - Vice President: Melissa nominated Ian to be vice president. Wayne seconded. Ian agreed. Motion passed. Ian Schrammel is now vice president.
 - Wayne Cartwright to remain as Treasurer.
 - Secretary: Wayne nominated Clare to be secretary. Ian seconded. Clare agreed. Motion passed. Clare Churchill is now board secretary.
- **Review and Sign Code of Conduct**
 - Everyone reviewed and signed code of conduct.
- **Update Board Roster Contact Info**
 - To be updated by board.
- **Confirm Committee Chairs and Update Rosters**

- **Melissa:**
 - Executive (chair)
 - Farmers Market
 - **Wayne:**
 - Executive
 - Finance (chair)
 - Board Development (chair)
 - **Clare:**
 - Executive
 - Policy (chair)
 - **Leslie:**
 - Board Development
 - Farmers Market
 - Membership (chair)
 - **Ian:**
 - Executive
 - Membership
 - **Tim:**
 - Finance
 - Membership
 - **Kate:**
 - Finance
 - Policy
- **Set BOD Meeting Dates May-November**
 - Every 4th Tuesday starting in May. No meetings in August and December.
 - **Set Board Retreat Date**
 - Set tentative date of October 5th, 2024.
 - To be planned by executive committee.
 - **C - Global Governance, Policies C5-C8: Board Self Assessment Survey**
 - Tabled for closed session.
 - **Open Checking Account For Farmers Market**
 - Need a place to put Farmers Market funds (sponsorships, donations, etc.) in preparation for next year.
 - Ross and Marcie to be signers on the account.
 - To be opened at Plumas Bank.

Melissa motioned to approve that Marcie and Ross open a checking account for the Farmers Market. Clare seconded. Motion carried.

Committee Reports:

- **Board Development:**

- Met to count board election ballots on April 3rd. Nance, Aubrey, Ross, Wayne, and Clare were present.
- Had 155 votes total.
- **Membership:**
 - Met on April 16th.
 - Emma Talamantes of Rugged Roots Farm is helping us plan the Annual Meeting.
 - Might have to increase our Annual Meeting budget from \$3,000 to \$3,400.
 - Melissa brought up that we need to hit a quorum of ~130
 - Marcie pointed out that a quorum is only needed if there is voting.
 - At April 16th meeting, talked about music, entertainment, food. Planning to skip trivia this year.
 - Ellie has volunteered to train and serve alcohol at Annual Meeting.
 - Waiting to hear back from the band Nightbrain.
 - Need to be sure to communicate to Annual Meetings guests not to trample farm grounds.
 - Next committee meeting tentatively set for May 15th.
 - Will begin advertising the event heavily as soon as we have more details about entertainment.
 - Want to try to get younger people at the Annual Meeting this year.
- **Finance:**
 - Met on April 18th.
 - Talked mostly about the patronage dividend. However, the co-op did not have a profitable year.
 - No dividends will be issued this year. Marcie to write a letter to membership about how we're making improvements on the co-op.
 - Some parts of the store need to have more double facing.
 - This means we have too many varieties of certain products; needs to be cut down in order to avoid spoilage, waste, etc.
 - Next meeting: May 14th at 5pm.
- **Policy:**
 - Clare to review policy register and begin updates as needed.
 - Procedure manual needs some updating.
 - Board Monitoring Calendar shows what policies each quarter should cover.
- **Executive:**
 - Tentative meeting date of May 20th at 4pm at admin building (or Zoom) to begin planning the board retreat.
- **Farmers Market:**
 - Ross to set meeting date soon--will be sometime in May.

Closings:

- **Board Member Check In:** N/A
- **Review Decisions, Tasks, Assignments:**
 - Approved: Minutes and agenda.
 - Assigned and chose respective committees.
 - Assigned officer positions.
 - Welcomed new board members.

- Committee dates set for all committees except board development, policy and farmers market.
- **Review Board Calendar:**
 - Calendar was reviewed.
 - Finance committee to review their schedule, possibly move some report deadlines around.
- **Next BOD Meeting:** May 28th, 2024 at 5pm.
- **Summary for Employee Memo:** Melissa.

Adjourn Meeting:

Melissa motioned to adjourn the meeting. Leslie seconded. Motion approved. The meeting was adjourned at 6:50 pm.

Closed Session: A closed session was held.

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 Google Drive folder, and the Outreach Coordinator posts in the store and on the FRFC website.