

**BOARD MEETING MINUTES**  
**FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS**  
**REGULAR MEETING: May 28, 2024**  
**Approved at June 25 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, Tim Jones, Clare Churchill, Kate Rahmeyer, Leslie Wehrman

**Board members absent:** None

**Minutes taken by:** Ross MacNeil

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

**Welcome guests:** None

**Agenda for May 28, 2024, Review & Approve:**

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

**Minutes of April 22, 2024, Review & Approve:**

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

**Board Education:**

- Clare talked about the Rochdale Pioneers, an early British consumer co-operative.
  - The first woman to join them was Eliza Brierley in 1846, which was rare during those times for a woman to have means to join any kind of organization.
- Board to discuss future of board education at next meeting - Possibility of having it occur every other meeting to save on time.

**Reports:**

**Manager's Reports**

- **B1 - Annual Report**
  - Ended up with negative net income, seeing improvement but still negative.
  - Cost of labor is very expensive, especially considering our high turnover.
  - Debt to equity ratio is looking good.
  - 17% ownership growth.
- **B4 - Member Patronage**
  - Discussed patronage with Finance Committee on April 14th, determined we would not give out patronage this year. GM to write a letter to membership addressing this.
  - Ross and Rebecca to send out email asking about members' preferences regarding paper or online letters.
- **FYI GM April Report**
  - Saw increases at both stores, 2% increase compared to year before.
  - Portola continuing with double digit growth.
  - Donated \$1,100 to two local nonprofits as part of our Round Up program.
  - GM attended NCG Spring Meeting - there has been a trend of high turnover rates

among GMs.

- Opened salad bar in April, very successful so far.
- Had a recall of bulk walnuts in April, not very consequential.
- Trying to update new mission statement and vision, will present at annual meeting. Ross to resend working mission statement to board members.

*Melissa motioned to approve B1 and B4 Reports. Clare seconded. Motion carried.*

### **Old Business:**

- **Membership Staff Message**
  - This message is for staff members so they understand the purpose of the board.
- **Board Recruitment**
  - No news at the moment.

### **New Business:**

- **Updated Board Contacts & Roster**
  - Board members to make sure all contact information, etc. is correct.
- **Review Annual Meeting Agenda**
  - Ross went over the general layout and plot of the event. Nightbrain will be playing after Marcie and possibly a board member or two speaks about general co-op news (no in-depth financials should be spoken about to non-members).
  - Marcie to present financials in a different member-only area.
  - About 60 RSVPs so far.
  - Cap of about 50 cars on the farm.
  - Waiting to hear back regarding whether we can use Nightbrain's equipment.
- **Annual Meeting Assignments**
  - Not done yet, to be finished by Leslie/Ross/Marcie.
- **Article - Annual Report**
  - To be finished and sent to Ross by June 20th so he has time to format everything.
- **Patronage Dividend Options**
  - No patronage dividend this year, but optimistic about next year considering upgrades the co-op is making.
- **New Date & Plan Board Retreat**
  - Board retreat to swap dates with Breakfast w/ the Board.
- **New Date for Breakfast w/ the Board**
  - Breakfast w/ the Board to swap dates with Board Retreat.
- **Review Committee Charters & Calendars**
  - During September board meeting, committee chairs will present changes to their committee charters, to be reviewed and discussed by board. Reminder during July meeting.
  - Farmers Market Committee to create charter.
    - Marcie has old charter of this committee and will share it with the rest of the committee members.
  - Committee charters to be reviewed annually by Policy Committee.
- **Sharing of board documents**

- Difficulty sharing documents with individuals who do not want to sign up for a Google account.
- Solution: Marcie to create accounts for those board members through the co-op's umbrella account so that they can access and edit all documents.

### **Committee Reports:**

- **Board Development:**
  - Nothing to report.
- **Membership:**
  - To be done: Sign up sheet for volunteering (setup, support during, cleanup).
  - Volunteer of the year to be determined.
  - Committee to begin thinking about Breakfast at the Board.
  - Leslie showed up and presented an Annual Meeting volunteer sign up sheet and mentioned the need for 4 more board votes for volunteer of the year.
  - Marcie and Ross to send names of some volunteers.
    - Leslie and Ian mentioned the possibility of adding volunteer of the year review to March board meeting agenda.
- **Finance:**
  - Met on May 14th.
  - Reviewed statements and reconciliations.
  - Scheduled next meeting for June 18th.
- **Policy:**
  - Met on May 23rd.
  - Reviewed bylaws, procedures manual, and Policy Register B
  - Procedures Manual:
    - Board member communications
      - Clarification that newsletters were all electronic—they are.
      - Communications are via both newsletters and social media.
    - Who is the board administrator?
      - The Outreach Coordinator – Ross
    - Advocation
      - Include Round Up at the Register
  - Financial review and audit
    - Are we in compliance regarding audits?
    - Financial review must be done every other year. Marcie said that one was done in 2023.
- **Executive:**
  - Mainly discussed Board Retreat. Talked about swapping dates with Breakfast with the Board so that Board Retreat is on August 17th and Breakfast with the Board is on October 5th.
    - However, Pumpkin Patch at the Farm is on October 5th, so might change.
  - Board Retreat will be focusing on more East County activities.
- **Farmers Market:**
  - Due to meet May 29th.
  - Going to talk about how we can receive pledged sponsorship money.

- Marcie and Ross opened up a designated Farmers Market account at Plumas Bank – ready to receive funds.
- New committee member: Carly Bryant.

### **Closings:**

- **Board Member Check In:**
  - Tim addressed the protocol for handling complaints
    - Tim wrote a document for this protocol, could be shared with cashiers, on our website, and at the bottom of our newsletters.
  - Clare brought up that someone from the Fire Safe Council recommends tearing out the lavender bushes in front of our Quincy store due to fire hazard. This topic is to be revisited.
- **Review Decisions, Tasks, Assignments:**
  - Decided to start reviewing committee charters in board meeting.
  - Employee memo to be written by Melissa but may be delegated when needed.
  - Board education for June board meeting: Kate
  - Facilitator for June board meeting: Wayne
  - Sign up sheet for annual meeting to be filled out by board.
- **Review Board Calendar:**
  - Calendar was reviewed.
- **Next BOD Meeting:** June 25th, 2024 at 5pm.
- **Summary for Employee Memo:** Melissa.

### **Adjourn Meeting:**

*Melissa motioned to adjourn the meeting. Clare seconded. Motion approved. The meeting was adjourned at 6:48 pm.*

**Closed Session:** A closed session was held. The board accepted the resignation of Leslie Wehrman.

*Note: The Outreach Coordinator makes approved changes to the prior meeting's minutes and forwards the final version to the board secretary and the board president. The Outreach Coordinator posts the final minutes in the board Google Drive folder, and the Outreach Coordinator posts in the store and on the FRFC website.*