

## BOARD MEETING MINUTES

### FEATHER RIVER FOODS CO-OP BOARD OF DIRECTORS

REGULAR MEETING: May 25, 2026

Approved at June 22, 2026 meeting.

**Time:** 5:00 pm – Meeting called to order by Emma

**Location:** Google Meet and white house Admin. Building

**Board members present:** Tim Jones, Jen McCallan, Michelle Ryback, Emma Talamantes, Tina Love, and Kate Rahmeyer (on Google Meet)

**Board members absent:** Marissa Rudder (on leave)

**Board Facilitator:** Emma

**Board Educator:** Kate

**Minutes taken by:** Kendrah Fredricksen

**Staff present:** Marcie Wilde, Kendrah Fredricksen

**Welcome guests:** Nance Reed

#### **Agenda for May 25, 2026, Review & Approve:**

- *Emma moved to approve the agenda with changes; Jen seconded. Motion carried.*

#### **Approve Minutes of April 2026**

- *Michelle moved to approve the minutes with changes; Tim seconded. Motion carried.*

#### **Board Education – Kate: Policy Governance**

- How the board's relationship with Marcie works.
- "Boards that Make a Difference" - John Carver
- Board's job – review policies, hires GM, does performance evaluations of GM, board self-evaluation, the board does not directly supervise GM.
- GM must achieve all of the ends defined in policy, she is in charge of all staff, GM interprets board policies.
- Deli expansion has been approved by board, and now GM takes over all operations going forward.
- Marcie talked to Lucinda about history of purchase of Main Street building – board approved purchase and then GM took over from there.

Tina brought up the concern that contractor, Brett Marty, is not properly licensed to provide the design and plans for the deli expansion, unless he *contracted* to do the design and construction under his license.

#### **Reports:**

## Manager's Monthly Report April 2026:

- **Total Sales** both stores = \$406,689 – 6.7% growth over prior year
  - Quincy = \$276,891 – 8% over prior year
  - Portola = \$129,797 – 4% over prior year
- **April Round-up** – Quincy = \$745.96 Dixie Fire Canopy, Portola = \$350.34 Portola Preschool Co-op
- **Portola** – New PIC hired, they were seeking a Prepared Food Lead (this person has now been hired), did parking lot repainting, put up new fence, new compressor and fan in building, UNFI trucks are damaging the floor (seeking compensation), now offering Sitka Seafood.
- **Quincy** – Internet issues in April delayed purchasing, etc. (now resolved); Monica, Wellness Manager, is retiring – hired Melanie Strahm, did a reset in produce, hired new staff in Quincy, Bulk sales have been declining so discontinuing certain products (reducing by a 4-foot section).

**Report A-GLOBAL Ends** – Global Policy – in compliance; how does the coop meet expectations regarding its principals? The coop is growing in a sustainable way. See the 7 cooperative principals.

1. Open and Voluntary Membership (e.g. bylaws), 341 new members, 3 withdrawals in 2025
2. Democratic Member Control, 4.4% turnout for 2026 board elections
3. Members Economic Participation – \$300 maximum membership max
4. Autonomy and Independence – articles of incorporation in 1994
5. Education, Training and Information – binders, newsletters, trainings, conferences
6. Cooperation Among Cooperatives – we pay dues to be united with other coops
7. Concern for Community – Round-up last year was \$14,236; Cooperative Community Grant through Twin Pines Foundation \$1,644; Sierra Buttes Trail Stewardship Trails Sponsor \$1,000; \$20,438 total donations in 2025.

- *Tim moved to approve A-Ends report, Emma seconded. Motion carried.*

**B1 – Annual** – All in compliance except for Sub-Policy B1.2.

Metrics for the year came within threshold (for coops our size). Margin Minus Labor – good. Sales per Labor Hour – good. Inventory Turnover – good (improved over previous year).

Michelle asked about Profits and Loss – credit card fees = \$86,000

Nance asked about Gift Cards (to avoid credit card fees) = \$19,000 liability sits on balance sheets

Michelle asked about depreciation – almost all equipment is fully depreciated now.

Michelle asked about occupancy – e.g. rent, repair costs, property taxes

Sub-Policy B1.2 Income and EBITDA – year was profitable but not as much as hoped. Net Income did not meet expectations of 3.25%. Labor was the main issue (high turnover). Managers are now tracking labor daily. Medical insurance and IRAs were higher than expected. Labor was over by \$88,000.

- *Jen moved to approve B1 report, Tim seconded. Motion carried.*

### **Old Business:**

Provisions Update – This is being tested by the staff using a dummy credit card. They found a few glitches. Hoping to launch live for customers the first week of June.

Lawrence St. Update – Marcie continues to talk to Brett. Tom did a big yard sale and the building is cleared out.

### **New Business:**

BOD Insurance – is to protect BOD from certain liabilities. In July, the Finance Committee will review.

15k Limit Policy for GM – Kate asked if this could be increased or if there could be a blanket approval amount for the new building. Marcie recommended that the Board vote on the entire package. Brett needs to give us a full quote “turnkey” (e.g. electric, plumbing, etc.). We do not need to get quotes for each individual piece – Brett would do this.

Review Annual Meeting Agenda – Theme – Marcie will share about Lawrence St. project; Jen will do Trivia; someone will need to pick up key for Vets Hall on June 4<sup>th</sup> (Jen); award for Scott Stirling in process; A/C will go on automatically at Vets Hall; Board members are signed-up to help with set-up and clean-up.

Annual Meeting Assignments (see above)

### **Committee Reports:**

- Board Development – Need to set a new meeting.
- Membership – See above.
- Finance – Reviewed Q1 statements, reviewed Plumas Bank checking accounts, reviewed Capitol One credit card statements, Irene did a great job! Next meeting is June 17<sup>th</sup> at 5 pm.
- Policy – Need to do Q2 meeting – Doodle poll was emailed out.
- Executive – Need to meet to discuss Board retreat strategy.
- Farmers Market – First market is June 10<sup>th</sup> from 5 to 7 pm. Struggling to get more food producers. Meat vendors must be USDA approved. Keep reaching out.

Will form a committee for Lawrence St. property project next month.

### **Closings:**

- Board Member Check In: Jen said she really liked the NCG report. Emma will check in with Marissa to see how she's doing (on leave).
- Review Decisions, Tasks, Assignments: Emma will add Discount discussion to next meeting's agenda; Emma will add insurance discussion for September's meeting, Farmers market will be quarterly check-in; Emma will email Marissa.
- Review Monitoring Calendar (May):
- Next BOD Meeting: June 22nd, 2026, at 5pm.
- Summary for Employee Memo: Emma

**Adjourn Meeting:**

- *Emma moved to adjourn the meeting, Jen seconded. Motion carried. The meeting was adjourned at 6:42 pm.*

**Closed Session:** N/A

*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.*