

**Quincy Natural Foods and Feather River Food Cooperative  
Board of Directors, Minutes of Regular Meeting (Remote)  
July 21, 2020 at 5:00 pm**

**Board Directors Present:** Rachel Bauer, Aubrey Lane Pickerell, Gia Martynn, Diane McCombs, Amy Napoleon, Phil Sih, and Vanessa Vasquez.

**Staff Present:** Amber Hughes (Marketing and Member Services), Irene Kling (Finance Manager), Nova Kolpin (Interim General Manager).

**Welcome guests:** Nance Reed (Member)

**Also Present:** Lucinda Berdon (Contractor to QNF for IGM support)

Remote Meeting by Zoom due to COVID-19. Meeting called to order at 5:03 by Rachel Bauer.

**Open Forum/Announcements:** None

**Agenda Review & Approval:** A motion to approve the July agenda with two changes was made by Rachel Bauer and seconded by Gia Martynn. Six directors voted in favor, none were opposed, and one director abstained from the vote (Phil Sih). Motion approved.

**Approval of Minutes from the May 19, 2020 Board Meeting:** Rachel Bauer motioned to approve the minutes and Vanessa Vasquez seconded. Six directors voted in favor, none were opposed, and one director abstained from the vote (Phil Sih). Motion approved.

**Board Education:** Diane McCombs presented “An Example of Reasonable Inquiry”. The example is research on the new lactation accommodation law in the California Labor Code that took effect on January 1, 2020 and applies to Quincy Natural Foods and other California employers. The California WIC Association (Women, Infants, and Children) was a primary sponsor of this legislation. The attached research includes: the written law (Senate Bill 142) from the state website California Legislative Information; the article “HR Experts Recap New State Lactation Accommodation Rules” from the California Chamber of Commerce; the article “Give Mom a Break: New Lactation Accommodation Rules for 2020” from the California Employers Association.

**Manager’s Report:** Nova Kolpin presented the Manager’s Monthly Report and had provided the written May and June 2020 Reports in the Board packet. Sales at both stores continue to climb upward, but are down compared to June 2019. In June 2020, QNF had 72.7% of sales and FRFC had 27.3%. Total sales in June 2020 was \$237,890. Bank accounts remain stable with PPP funds transferred to the checking account. FRFC has three new employees; Sam, Angelina, and Roy, which allowed the store to open 7 days a week effective July 12. QNF will open on

Sundays from 10-5 starting August 2. The Management team is meeting bi-weekly to discuss operations.

### Old Business

**Annual Meeting Recap:** Attendance at the June 27 Annual Meeting of Members was low with only 15 people attending out of 27 who had submitted an RSVP. Amber Hughes recorded the meeting and posted the link on the website. The good news is that 39 people have viewed it to date.

**Board Retreat on July 18:** Five directors and Lucinda made the trip to Grass Valley to meet with the BriarPatch Food Co-op General Manager, Board Vice President, and William Deal from the National Co+op Grocers (NCG). Topics discussed included board roles, governance and operations, board-GM relationship, GM financial reports, and policy governance, and learning about the history of BriarPatch, their role in social change, and how they currently operate including dealing with the pandemic.

**Survey of Members and Staff:** The proposed Board survey of members and staff first drafted on June 1 remains unfinished with many survey questions now out of date. Discussion ensued on how to proceed with updating the questions in this survey. A decision was made to try and send out an updated survey on August 1.

### New Business

**1<sup>st</sup> Quarter Financial Report:** Gia Martynn reviewed the first quarter Financial Well-Being and Responsibility Report (Jan 1-March 31, 2020), compiled by Nova Kolpin. The solid financial situation for the Co-op in the first quarter of this year helped prepare it to weather the challenges in the second quarter from COVID. The motion to approve the report was made by Gia Martynn and seconded by Rachel Bauer. Six directors voted in favor, none were opposed, and one director abstained from the vote (Phil Sih). Motion approved.

**In-Store Office Hours for Board:** Vanessa Vasquez shared a suggestion from the Board Development Committee for discussion at this meeting. The suggestion is that two Board directors would be present together at each store for 2 hours once a month for member input and dialog. Discussion ensued about also having a raffle available and/or member survey available. Vanessa will take these ideas back to the committee for a write-up for further review by the Board.

**Member Suggestions:** Diane McCombs shared two member suggestions received in June:

1. The 6-13-20 email to the Board from member Jen Terhune: “Thanks for all that you are doing to improve public relations during this most difficult time in our culture, town, and

beloved Co-op. I wanted to suggest that perhaps in the future, a survey could be easily done utilizing ‘Survey Monkey’, to get a quick sense of direction from the members when facing a difficult decision, that should be run by us all? I will not be able to ‘attend’ the general meeting via Zoom, so wanted to throw this idea out there for consideration. Thanks for listening, Jen”.

2. Phone input from member Nance Reed: Given all the challenges the Co-op is facing now, the suggestion was made for the Board to seek advice from previous QNF Board directors.

Diane McCombs emailed former Board president Linda Margaretic to ask if she would be willing to be contacted and she replied Yes. Other former directors may also be available.

**Jim Cross PPT for Members:** Diane McCombs shared that in multiple email to the Board, member Jim Cross proposed to create a one hour long Power Point to be shared with the members via an eblast link. He identified himself as a Naturopathic Doctor & an Acupuncturist who provides Continuing Education Classes (CEU) for professionals in the Bay Area. He would reduce an 8 hour CEU to one hour on understanding your immune system, how to improve your immune system to remain asymptomatic if you become infected or not even infected, and dietary/herbal/supplements ways to attack the virus at its various points of entry and reproduction. Discussion ensued about referring this decision to Amber Hughes, Marketing and Member Services, as coordinating educational workshops is part of her role and not the Board’s. Concern was expressed about QNF providing medical advice.

**Cooperative Corporation Code 12371:** Diane McCombs presented the Standards of Conduct for Board directors identified in the California Cooperative Corporation Code. These standards have been California Law for the past 10 years and are listed in the code on the state website California Legislative Information. The standards address reasonable inquiry by directors and the information they are entitled to rely on in performing their duties. Unlike other states, California has incorporated these standards directly into law. Per section 12371(c), “A person who performs the duties of a director in accordance with subdivisions (a) and (b) shall have no liability based on any alleged failure to discharge the person’s obligations as a director”.

**Staff Appreciation Planning:** Staff Appreciation Day is coming up and the Board Development Committee will coordinate with Nova Kolpin to get the list of names of employees.

**Policy Governance:** Rachel Bauer shared a hand-out on policy governance in the Board packet and stated that there is significant interest in exploring this as an option for QNF. More information will be coming.

**Scoop Deadlines, staff meetings:** A Scoop article is not needed right now. Nova Kolpin will send the staff meeting schedule for September.

**Committee Reports:**

Board Development: Next meeting Friday July 24 at 3:30.

Membership: Met remotely with Amber Hughes on July 2 to review the Annual Meeting.

Finance: Met July 16 to go over Q1 report, next meeting August 12.

Policy: No information at this time, have not met, next meeting TBD.

Executive: Met July 14.

**Closings:**

Rachel Bauer will email a summary for the employee memo to Nova Kolpin. The next Board meeting is August 18 at 5:00 pm.

Rachel moved to adjourn the open meeting and was seconded by Vanessa. Six directors voted in favor, none were opposed, and one director abstained from the vote (Phil Sih).

**Closed Session:**

Closed session was held and action was taken.

Minutes taken by: Diane McCombs