

**MINUTES**  
**QUINCY NATURAL FOODS CO-OP BOARD OF DIRECTORS**  
**REGULAR MEETING**  
April 20, 2021

**Time:** 5:00 pm Meeting called to order by Rachel, President

**Location:** 269 Main St, Quincy CA.

**Board members present:** Rachel Bauer, Gia Martynn, Aubrey Pickerell, Wayne Cartwright, Piers Strailey, Vanessa Vasquez, Amy Napoleon, Scott Stirling, Dana Krinsky.

**Board members absent:**

**Minutes taken by:** Amber Hughes

**Also present:** Marcie Wilde, GM, Amber Hughes, Marketing & Member Services, Lucinda Berdon, Nova, HR.

**Welcome guests:** Kelly Williamson, Nance Reed, Linda Margaretic, Michael Rodriguez. All guests joined via conference call.

**Open Forum/Announcements:** Board Members and staff introduced themselves.

**Approval of April 20, 2021 Agenda:**

Rachel motioned to approve; Vanessa seconded. Agenda approved.

**Approval of March 16th, 2021 Minutes:**

Rachel motioned to approve; Vanessa seconded. Minutes were approved.

**Board Education:**

Wayne presented and discussed a brief history of food cooperatives.

**Upcoming board education:** Board orientation and finance training for new board members tentatively planned for May, dates TBD; Member of Management team will lead board ed.

**Board Ed 2021 lineup**

**May** – Member of management team

**June** – To be determined

## **Manager's Report:**

The General Manager's report was discussed, and the board accepted the report for March 2021.

## **4<sup>th</sup> Quarter 2020 Financial Report:**

4<sup>th</sup> Quarter Financial Report was discussed; the board accepted the report without changes.

## **Old Business:**

- **IGM Thank you:**

The Board collectively thanked Lucinda and Nova for the work they did serving as the IGM.

- **DBA name change:**

Rachel made a motion to accept the doing business as name change; the board approved.

- **Annual meeting plan update:**

Annual meeting date is set for June 10th. The committee will meet to finalize plans.

- **Policy governance update:**

A training series with Columinate for all board members was discussed. There was discussion about the cost and commitment of board members to attend Columinate workshops.

- **Board retreat planning:**

Board retreat date will go to a Doodle poll to be determined.

- **Board compensation:**

Board compensation was discussed. The policy committee will revise the governance compensation policy to reflect a new procedure.

- **Endorsing issues/causes – Portola Mine**

No action is needed.

- **Board member vacancy:**

Vanessa Vasquez, Board Vice President, has stepped down and the board vacancy policy was discussed. Gia volunteered to stay on the board and serve the remaining year of Vanessa's term. Rachel made a motion to appoint Gia to fill Vanessa's vacancy, Wayne seconded.

## **New Business:**

- **Seat new board members:**

Rachel made a motion to seat the new board members, Scott Stirling and Dana Krinsky; the board unanimously accepted.

- **Board officer elections, review job descriptions:**

- Gia self-nominated as president. Rachel made a motion to accept; the board unanimously accepted.
- Piers self-nominated as Vice president. Gia made a motion to accept; the board accepted.
- Wayne self-nominated as Treasury. Gia made a motion to accept; the board accepted.
- Aubrey self-nominated as secretary. Gia made a motion to accept; the board accepted.

- **Confirm committee chair:**

Committee assignments were discussed. The following Committee Chairs were confirmed: Membership- Aubrey; Policy- Amy; Finance- Wayne; Executive- Gia; Board Development- TBD

- **Set BOD meeting dates May-November:**

All meetings are now on the 3rd Thursday as follows:

- May 20<sup>th</sup>;
- June 10<sup>th</sup> - Annual meeting
- June 17<sup>th</sup>
- July 15<sup>th</sup>
- August is a by month
- September 16<sup>th</sup>
- October 21<sup>st</sup>
- November 18<sup>th</sup>
- December is a by month

- **Review and sign Code of Conduct:**

The Code of Conduct was reviewed and signed by all sitting Board of Directors.

- **Board contact update:**

All Board members will send their current contact information to the secretary.

- **Message from the Board:**

- **2021 lineup**

1. Aubrey – May; Intro new board members
2. Gia – June; membership committee – Annual Meeting
3. Wayne – July; history of food coops
4. Piers – Aug; rebranding

- **Upcoming staff meeting:**

Amy will be attending the April 29<sup>th</sup> FRFC all staff meeting. Next Quincy all staff meeting TBA.

### **Committee Reports:**

- **Board Development:**

Met April 2<sup>nd</sup> to tally the votes for the election; well over 400 members voted. Next meeting TBD

- **Membership:**

Met April 17<sup>th</sup>; 2020 annual meeting details were discussed. Next meeting TBD.

- **Finance:**

Met March 23<sup>rd</sup>; discussed 4<sup>rd</sup> quarter report. Next meeting TBD.

- **Policy:**

Did not meet in March; Next meeting TBD.

- **Executive:**

Met March 9<sup>th</sup>; rebranding was discussed. Next meeting TBD.

### **Closing:**

#### **Review Decisions, Tasks, Assignments:**

- Aubrey will write a May membership message; June will be Gia.
- A Doodle poll will go out for the board retreat dates and board orientation for new members.
- Policy committee will be updating the governance compensation policy.
- Annual meeting planning - membership committee.
- Aubrey will be putting together a new contact list.
- Wayne will coordinate a finance training for new board members.

**Review Board Calendar:** The board calendar was reviewed.

**Next BOD Meeting:** May 20th, 2021 in Quincy and via zoom; Board Meetings will now be held the 3<sup>rd</sup> Thursday of each month.

**Summary for Employee Memo:** Gia will email Marcie.

**Adjourn Meeting:**

Gia motioned to adjourn the meeting; Aubrey seconded. The meeting was adjourned at 7:27 pm.

**Closed Session:**

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 Dropbox, and the Member Services Coordinator posts in the store and on the QNFC web site.