

**MINUTES**  
**QUINCY NATURAL FOODS CO-OP BOARD OF DIRECTORS**  
**REGULAR MEETING**

April 23, 2019

**Time:** 5:01 meeting called to order by Jennifer Ready, board vice president

**Location:** Quincy Natural Foods Co-op White House

**Board members present:** Jennifer Ready, Rachel Bauer, Gia Martynn, Susan Wilson and Chris Anderson

**Board members absent:** Julie Hochrein and Vanessa Vasquez

**Minutes taken by:** Marcie Wilde

**Also present:** Andrea Wilson, GM

**Welcome guests:** Linda Margaretic, Nance Reed, Phil Sih and Diane McCombs

**Open Forum/Announcements:** Jennifer welcomed the guests and newly elected board members. There was a round of introductions.

**Approval of April 23, 2019 Agenda:** Rachel motioned to approve, Chris seconded. Agenda approved unanimously.

**Approval of March 19, 2019 Minutes:** Susan motioned to approve, Rachel seconded, Susan abstained. Minutes were approved with changes.

**Manager's Report:**

The general manager's report for March 2019 was discussed and the board accepted the report.

**Old Business:**

- **Annual Meeting Update, June 15<sup>th</sup>, 2019:**
  - Chris and Marcie updated the board on event details and board participation.
- **By-Law Final Update:**
  - Andrea reviewed the by-laws with some changes that were recommended by the co-op lawyer. All changes will be approved at the May BOD meeting.
    - Section 2.5, Inactive Status: Change *arrearages* to *share investment*.
    - Section 2.9, Withdrawal and Expulsion: Add a time frame of 15 days prior to notice of expulsion.

- **FRFC Staff Meeting, March 26<sup>th</sup>:**
  - Vanessa attended; no report is currently available. Report will be shared at the May meeting.
- **QNFC All Staff Meeting, June 12<sup>th</sup>, 2pm:**
  - Chris will attend.
- **4<sup>th</sup> Quarter Financial Report:**
  - Andrea shared details on the 4<sup>th</sup> quarter report. Rachel motioned to approve the 4<sup>th</sup> quarter report, Chris seconded. The board accepted the report unanimously.
- **2019 Patronage Dividend:**
  - Rachel motioned to approve the 2019 patronage dividend return, Chris seconded. The board approved the 2019 patronage dividend return unanimously.
  - Rachel discussed the details regarding this year's patronage dividend. The finance committee recommended .89% of member sales to be returned to the membership. This amounts to \$25,000 being returned.

### **Committee Reports:**

- **Board Development:**
  - Met on April 1st and worked on the candidate handbook. Met on April 12<sup>th</sup> and counted ballots for the 2019 election. Next meeting TBA.
- **Membership:**
  - Met on April 4<sup>th</sup>. Chris discussed the annual meeting and breakfast with the board plans. He also discussed the idea of family members and alternatives to policing memberships. Next meeting is set for May 2<sup>nd</sup> at 12pm.
- **Finance:**
  - Met on April 15<sup>th</sup>. 4<sup>th</sup> quarter finance reports and the patronage dividend report were discussed. Next meeting May 21<sup>st</sup> at 3:30pm.
- **Policy:**
  - Met on April 11<sup>th</sup>. There was discussion about ballot policies and the election handbook is in the works. Next meeting TBA.
- **Executive:**
  - Met on April 21<sup>st</sup>. The board election was discussed. Next meeting TBA.
- **Compensation Ad Hoc:**
  - Have not met. Next meeting TBA.

### **New Business:**

- **Seat New Board Members:**
  - Rachel motioned to seat the new board members Phil Sih, Vanessa Vasquez and Diane McCombs, Chris seconded. Approved unanimously.

- **Board Officer Elections:**
  - Board President: the board elected Julie Hochrein as new President of the Board.
  - Vice President: the board elected Chris Anderson as new Vice President of the Board.
  - Treasurer: the board elected Gia Martynn as new Treasurer of the Board.
  - Secretary: the board elected Rachel Bauer as the new Secretary of the Board.
  
- **Appoint Committee Chairs and Form Committees:**
  - Executive Committee Chair: Julie
  - Finance Committee Chair: Gia
  - Board Development Committee Chair: Vanessa
  - Policy Committee Chair: Rachel
  - Membership Committee Chair: Chris
  
- **Board Retreat Planning, draft agenda:**
  - Gia shared plans for the board retreat, set for Friday, May 10<sup>th</sup>. The board will meet at the Plumas Rural Electric Co-op board meeting room for the morning session, then move to the University of Earth for an afternoon session.
  
- **Set BOD meeting dates:**
  - Future board meetings are set for the third Tuesday of each month except August and December. Dates are as follows: May 21<sup>st</sup>, June 18<sup>th</sup>, July 16<sup>th</sup>, September 17<sup>th</sup>, October 15<sup>th</sup> and November 19<sup>th</sup>.

### **Board Education:**

- **Principle #3 Member Economic Participation:**
  - Tabled for the May 21<sup>st</sup> board meeting.
- **Review and sign Code of Conduct:**
  - Diane and Phil have signed the code of conduct paperwork. Vanessa was absent, Chris will have her re-sign and re-date her paperwork. Rachel, Chris and Gia also re-signed and re-dated their code of conduct paperwork.

### **Closing:**

- **Review Decisions, Tasks, Assignments:**
  - Rachel will complete full committee lists and get to Marcie.

- All board members will review the by-laws for recommended changes.
- Vanessa will present at the next meeting about the FRFC staff meeting from March 26<sup>th</sup>.
- **Review Board Calendar**
  - The board calendar was reviewed.
  - Remaining board meetings are scheduled for May 21<sup>st</sup>, June 18<sup>th</sup>, July 16<sup>th</sup>, September 17<sup>th</sup>, October 15<sup>th</sup> and November 19<sup>th</sup>.

**Adjourn Meeting:**

Chris motioned to adjourn the meeting, Rachel seconded. The meeting was adjourned at 6:53pm.

**Closed Session:** no 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.*