

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

April 14, 2020

Time: 5:04 pm Meeting called to order by Julie Hochrein, president

Location: Remote location due to COVID-19, via WEBX

Board members present: Julie Hochrein, Rachel Bauer, Vanessa Vasquez, Phil Sih, Diane McCombs, Gia Martynn, Chris Anderson. First meeting for newly elected Board Members Amy Napoleon and Aubrey Pickerell, to be seated at this meeting.

Board members absent:

Minutes taken by: Nova Kolpin, Human Resource Manager

Also present: Andrea Wilson, GM

Welcome guests:

Open Forum/Announcements: (None)

Approval of April 14, 2020 Agenda:

Rachel motioned to approve; Vanessa seconded. Agenda approved with changes: Reverse order of board benefits and board policy on the agenda.

Approval of March 17th, 2020 Minutes:

Gia motioned to approve; Rachel seconded. Diane abstained. Minutes were approved with changes.

Changes - end for closed session was held no action was taken

Add Mc to Diane's last name

Board Education:

- No updates at this time
- Talked about staff providing education and rescheduling begins in May

Manager's Report:

The general manager's report for April 2020 was discussed and the board accepted the report.

Old Business:

- **4th Quarter Financial Report**

Julie motioned to approve; Rachel seconded. 4th quarter financial report approved.

- **Governance Benefits Policy (Addition)**

Rachel motioned to approve; Julie seconded. Policy approved with minor changes. Effective July 1, 2020 board members and working members will have access to a quarterly store credit allowance.

- ★ Board President will be awarded \$300 per quarter; maximum of \$1200 per year
- ★ Board Members will be awarded \$241.75 per quarter; maximum of \$967 per year
- ★ Worker Member Owners will receive \$144 for each 12 hrs of service on a board committee which will be disbursed quarterly.

Amendment - up to 2 worker members allowed per committee.

- **Governance Compensation Policy (Removal)**

Rachel motioned to remove effective June 30th; Julie seconded, approved. Policy for Board Member 15% discount and working member 9% discount will be removed effective June 30, 2020.

New Business:

- **Seating of new board members**

Julie made a motion, Rachel seconded. New Board members Amy Napoleon and Aubrey Pickerell seated.

- **Nomination of new board seats**

President - Rachel nominated and approved as Board President

Vice President - Vanessa nominated and approved as Vice President

Treasurer - Gia nominated and approved as Treasurer.

Secretary - Diane nominated and approved as Secretary.

- **Nomination of Committee Chairs**

Board Development - Vanessa to continue as committee chair

Policy - Phil

Membership - Diane

Executive - Rachel

Finance - Gia to continue as committee chair

- **Set Board Meeting Dates**

Rachel motioned to approve the board calendar, Gia seconded. Calendar approved. Regular Board meetings will occur in May, July, August, September, October, November, January, February, March, and April; no meeting in June or December.

- **Review Code of Conduct**

Gia - will abide

Vanessa - will abide

Phil - will abide

Diane- will abide

Amy- will abide

Rachel - will abide

Aubrey - will abide

- **Scoop Deadline**

Phil will contact Aubrey and Amy for an interview and send an article introducing new board members to Andrea.

- **Board Contact List**

Diane to create a contact list and upload to Dropbox.

- **Board Email**

Rachel motioned to approve. Phil seconded. Approved.

Board will use two emails, one for the general board and one for the President. The board will develop written procedures for reviewing, responding, etc.

Committee Reports:

- **Board Development**

Met virtually to count ballots on April 6th. It was a successful election.

- **Membership**

Annual Members Meeting will be held June 27th, either in person or remotely.

- **Finance**

Met last week, voted on PPP loan resolution. Discussed loan programs and patronage. Considering no patronage dividend disbursement for this year, will vote on it next month.

- **Policy**

Met over email. Completed development of Board Benefit Policy. next meeting TBD

- **Executive**

next meeting TBD

Closing:

Review Decisions, Tasks, Assignments:

- Phil will write article on elected candidates
- Nova to work with the board to get the email set up
- Pick a date for board member orientation
- Email Andrea to let her know if you are interested on the Finance Training
- End of April have committee roster finalized

Review Board Calendar:

- Board retreat - TBD
- Orientation - Tuesday 21st @ 530pm
- Annual meeting planning
- Biannual review of GM goals

Next BOD Meeting: May 19th, 2020 in Quincy or online

Summary for Employee Memo

Discussed COVID situation, set board benefit policy, will start using new emails, and seated new members.

Adjourn Meeting:

Rachel motioned to adjourn the meeting; Gia seconded. The meeting was adjourned at 7:09 pm.

Closed Session:

Closed session was held, no action was taken.

Note: The Human Resource Manager 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.