

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

February 20, 2018

Time: 5:00 p.m. Meeting called to order by Kyle Merriam

Location: Quincy Natural Foods Co-op White House

Board members present: Kyle Merriam, Chris Anderson, Rachel Bauer, Jennifer Ready, Emily Bryant, Wayne Cartwright

Board members absent: Julie Hochrein

Minutes taken by: Aimée Chudy

Also present: Andrea Wilson

Welcome guests: Linda Margaretic, Gia Martynn, David Hyde, Nance Reed

Open Forum/Announcements: Emily announced the “Seed and Feed” event at the Quincy fairgrounds on Feb. 25th. The next QNF staff meeting is tomorrow at 2PM and will be attended by Wayne. Linda is working on the next Scoop article. The Grange is hosting a waffle breakfast on Feb. 24th.

Approval of February 20, 2018 Agenda:

Kyle motioned to approve, Rachel seconded. Nance Reed requesting adding the farmers’ market to Old Business. Agenda approved unanimously with change.

Approval of January 16, 2018 Minutes:

Rachel motioned to approve, Jennifer seconded. Approved unanimously (Kyle abstained).

Board Education: A review of Roberts Rules of Order (parliamentary procedure) was led by Kyle. Rules of Order only apply to agenda items requiring a vote.

Manager’s Report:

The general manager’s report for January 2018 was discussed and the board accepted the report.

Old Business:

- **Farmers’ Market**

- Nance asked if hosting the farmers’ market is economically viable to the Co-op, specifically as it relates to worker member discounts for committee members, and possible competition to the store on Thursdays. Andrea explained that it has primarily been a form of community service, and the costs and viability are monitored and considered. For now, the Co-op is seeking a manager to run the market this year as there aren’t any other solid options at this time.

- **Board Elections:**
 - Jennifer acknowledged the three upcoming board election candidates attending tonight's meeting (Gia, David and Wayne). Susan Wilson is also running for the board. Jennifer asked everyone to encourage members to vote, from March 1 to March 31. Votes will be counted and an announcement made by April 7th.
- **Board Self-Evaluation:**
 - Rachel presented results from the 2018 Board of Directors Self-Evaluation. Future board training ideas were discussed. There will be a full report in the drop box with complete responses.
- **Farm Meeting**
 - Wayne shared a summary of the recent February farm meeting at Gabe and Elizabeth's house. Some community members want to work to try to keep the farm stand going. The Co-op's local produce purchasing practices were briefly discussed.
- **Strategic Plan**
 - Kyle explained that the board will be taking back the strategic plan project and working on condensing it, before giving it back to Andrea to complete. An ad-hoc committee will be developed to work on this: Linda, Rachel, Nance, Wayne, Emily and Kyle plan to participate.

New Business:

- **Legacy Policy:**
 - Emily motioned to eliminate the policy, Wayne seconded. There was a discussion debating the usefulness of this policy. Also discussed was having a different policy that addressed the eligibility requirements of participating on an ad-hoc committee. Adding the option of involvement of former board members if needed to committee charters was discussed and considered. Andrea reminded the board to consider confidentiality and liability issues of involving non-board members in standing committees. Elimination of the Legacy Policy was approved unanimously.
- **Board Member Guidance Policy:**
 - Emily and Linda explained the rough draft of the policy. Several board members felt the policy needed more thorough information on outcomes and potential consequences if guidance efforts were unsuccessful. Aimee recommended making references in the policy to existing related board directives in the Code of Conduct and By-Laws.
- **Code of Conduct, Ethics and Conflict of Interest Agreement Policy:**
 - The agreement was discussed and distributed to all board members to sign. A few minor changes will be made to the document for future use.

- **Annual Operating Budget:**

- Rachel motioned to approve the 2018 annual operating budget, Emily seconded. The finance committee reviewed the budget on February 6th and agreed on a target of 1% sales growth. Actual sales growth in 2017 was 6%. Kyle motioned to postpone voting on the budget until the actual numbers are available, Wayne seconded. Approved unanimously. The proposed budget will be distributed prior to and voted on at the next board meeting.

Committee Reports

- **Board Development:**

- Met Feb. 15th to review board self-assessment and board elections.

- **Membership:**

- Working on the annual meeting planned for June 9th.

- **Finance:**

- Met with GM on Feb. 6th to review annual budget. Next meeting will be on Feb. 27th at 11AM.

- **Policy:**

- Met on Feb. 5th to review policies. Next meeting is March 6th at 4PM.

- **Executive:**

- Met with GM on Feb. 13th, will be meeting monthly.

Closing

Review Decisions/Tasks/Assignments:

- Jennifer and Rachel will prepare a board training topic for the next meeting.
- Kyle suggested organizing a board field trip to FRFC. Andrea will provide upcoming FRFC staff meeting dates to Kyle to coordinate.
- Wayne is looking into a locking cabinet for board documents to keep in the administrative office (White House) and will attend QNF staff meeting.
- Ad-hoc strategic plan committee will schedule a time to meet.
- All board members will review policies and come to future board meetings with recommendations for review.
- The proposed 2018 budget will be distributed prior to the next board meeting.

Review Board Calendar:

- The board calendar was reviewed.

Kyle motioned to adjourn the meeting, Chris seconded. The meeting was adjourned at 6:45 PM.

Closed Session: a closed session was held after the meeting.

Note: The notetaker makes approved changes to the prior meeting's minutes and forwards the final version to the Board Secretary and Member Services Coordinator. 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.