

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

February 19, 2019

Time: 5:03pm meeting called to order by Julie Hochrein, board president

Location: Quincy Natural Foods Co-op White House

Board members present: Julie Hochrein, Jennifer Ready, Rachel Bauer, Gia Martynn, Vanessa Vasquez and Susan Wilson

Board members absent: Chris Anderson

Minutes taken by: Marcie Wilde

Also present: Andrea Wilson, GM

Welcome guests: Lydia Wahab, Nance Reed

Open Forum/Announcements: Julie welcomed guests and there was a round of introductions.

Approval of February 19th, 2019 Agenda: Gia motioned to approve, Susan seconded. Agenda approved unanimously with changes.

Approval of January 15th, 2019 Minutes: Rachel motioned to approve, Jen seconded. Minutes were approved with changes.

Board Education:

- **Perpetuation Board Leadership:**
 - Julie shared some resources from CDS Consulting and discussed having tools for promoting the co-op for all board members. She shared an article from CDS regarding “storytelling”.
 - Julie discussed reinvesting in the co-op, and shared an article.
 - Julie discussed knowing the seven cooperative principles, and recommended discussing at least one per meeting. There was discussion on the first principle – Voluntary and Open Membership.

Board Election Update:

- **Update:**
 - Gia updated the board on the status of board elections. There was discussion regarding ballots and information posted to members.

- **Candidate Campaign Policy:**
 - Jen discussed the new candidate campaign policy. An overview of the policy was shared. Changes to the policy were discussed and accepted.
 - Jen motioned to approve the policy with amendments, and Rachel seconded. The policy was approved unanimously with changes.

Manager's Report:

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

Old Business:

- **Annual Meeting Update:**
 - Marcie shared an update on the Annual Meeting plans, the date is June 15th and the location is at the QNF White House.
- **By-Law Update:**
 - Rachel updated the by-laws and they are now being reviewed by an attorney. Andrea will let us know when it is completed.
- **Scoop Deadline:**
 - Vanessa will write an article for the March 1st deadline.

New Business:

- **Staff Meeting March 13th, 2pm:** Rachel will attend.
- **Committee Charters and Calendars:**
 - Rachel updated the finance committee charter and included it on dropbox.
 - Gia updated the board development committee charter and included it on dropbox.
 - Jen is still working on the policy committee charter and will get it uploaded on dropbox.
 - No membership committee charter was discussed, the chair was absent.
 - No executive committee charter was discussed.
- **Compensation Policy Ad Hoc Committee:**
 - Gia discussed the board compensation policy and suggested an ad hoc compensation policy committee. Gia will chair the committee, Rachel, Linda and Vanessa will join the committee.
- **Preliminary Capital Expenditures Budget:**
 - Rachel motioned to approve 2019 preliminary capital expenditure budget, Julie seconded. The preliminary capital expenditure budget was approved unanimously.

- **Annual Operating Budget:**
 - Rachel motioned to approve 2019 annual operating budget, Julie seconded. The annual operating budget was approved unanimously.
- **Board Survey Results:**
 - Gia discussed the results from the self-evaluation. Recommendations were made regarding continuing education on board topics.
- **E-Security and Documents Policy:**
 - Rachel introduced a topic regarding e-security and documents via the policy committee. There was discussion regarding whether this should be a policy or a written instruction. There was recommendation on the amount of time to keep certain documents. Rachel will finalize the written instruction on this topic and disperse it to all board members.

Committee Reports:

- **Board Development:**
 - Met on February 11th, board surveys were discussed. Next meeting scheduled for March 22nd at 10am.
- **Membership:**
 - Met on February 6th, plans for the annual meeting were discussed. No future meeting set.
- **Finance:**
 - Met on February 11th, capital expenditure and annual budgets were discussed. Next meeting scheduled for April 15th at 4:30pm.
- **Policy:**
 - Met January 24th and February 11th, a few board policies were updated. No meeting set.
- **Executive:**
 - Met Jan 14th, next meeting scheduled for March 11th at 5:00pm. There will be a review the workplace survey.
- **Strategic Plan Ad Hoc:**
 - No meeting held. Next meeting will be scheduled from early to mid-March.

Closing

Review Decisions/Tasks/Assignments:

- Vanessa will write the article for the next Scoop article, deadline March 1st.
- Julie will look for the Board Officer Election Policy and send to Jen.
- Rachel will attend the Quincy staff meeting on March 13th.
- Jen will update the board policies list.

Review Board Calendar 2019:

- The board calendar was accepted with no changes.

Adjourn Meeting:

Julie motioned to adjourn the meeting, Rachel seconded. The meeting was adjourned at 7:06pm.

Closed Session: A closed session was held; the dropbox password has been changed and Andrea will share with all board members.

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.