

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

January 16, 2018

**Time: 5:01** p.m. Meeting called to order by Julie Hochrein, Secretary

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

**Board members present:** Chris Anderson, Rachel Bauer, Jennifer Ready (by speaker phone), Julie Hochrein, Emily Bryant, Wayne Cartwright

**Board members absent:** Kyle Merriam

**Minutes taken by:** Aimée Chudy

**Also present:** Andrea Wilson

**Welcome guests:** Nance Reed, Linda Margaretic, Kevin Damaher, Art Montgomery

**Open Forum/Announcements:** Julie is leading tonight's meeting as Kyle was unable to attend.

**Approval of January 16, 2018 Agenda:**

Rachel motioned to approve, Chris seconded. The board education on Roberts Rules of order board education is tabled, closed session is also tabled. Conversation on Code of Conduct under Old Business to be led by Rachel Bauer, board treasurer, not Kyle Merriam. Agenda approved unanimously with changes.

**Approval of November 28, 2017 Minutes:**

Emily motioned to approve, Chris seconded. Add that the finance committee "will meet" Dec. 14<sup>th</sup> under Committee Reports. Change Board Member Family Discount under New Business to read: "Wayne sought and received clarification" that employees' significant others receive the same discount as the employee. Approved unanimously with changes.

**Board Education:** Roberts Rules of Order handout was included in the packet, and will be discussed at a later meeting.

**Manager's Report:**

The general manager's report for November and December 2017 was discussed and the board accepted the report.

**3rd Quarter 2017 Financial Report:** Rachel motioned to approve, Julie seconded. The report was presented by the GM and finance committee chair. The finance committee met in December to review the 3<sup>rd</sup> qtr financial statements, and recommends the board approve the report. Andrea explained that liquidity ratios are healthy, debt to equity remains healthy with the purchase of the white house building, and we are slated to pay off the loan on the Quincy store building in July. We've seen good sales growth and implemented a July 1 livable wage increase. The AFP (Affordable Food Program) discount is being utilized. Sales remain fairly consistent at 80/20 percent of sales for Quincy/Portola. The report was approved unanimously.

#### **Old Business:**

- **Food Security/Local Farmers:**

- Wayne met with Pamela Noel a week ago to review what the Co-op can do to support local farmers. They discussed: the Co-op buying and paying more/subsidizing local farmers for produce; FRC having an educational program incorporating internships; and a community farming program. Wayne attended a meeting with Five Foot Farm supporters recently. The CSA program may not be continued this year. The board discussed exploring what other co-ops do to support local agriculture. Rachel asked if the Co-op has a specific produce purchasing policy. Wayne will stay involved with the supporters and keep the board informed.

- **Code of Conduct:**

- Rachel suggested that all board members sign updated Code of Conduct statements. Julie will add annual review of the Code of Conduct, Ethics and Conflict of Interest to the policy calendar, and will distribute the amended agreement to the board before signing.

#### **New Business:**

- **Board Elections:**

- Jennifer said declarations from interested candidates are due to Marcie Wilde by Jan. 31<sup>st</sup>. We may have two open seats. Jennifer can answer any questions.

#### **Committee Reports**

- **Board Development:**

- Met in December and worked on recruiting. Meeting on Jan. 18<sup>th</sup> at 5PM to continue election planning.

- **Membership:**

- Met on Jan. 11<sup>th</sup>, reviewed breakfast with the board in October. Discussed holding an additional breakfast with the board this fall, as opposed to bi-annually (but need to consider budget constraints). Considered dates and venues for this year's Annual Meeting, tentatively

scheduled for June 9, 2018. Let the committee know if that date works for you. Discussed student membership ideas.

- **Finance:**
  - Met in December and reviewed 3Q financials
- **Policy:**
  - Reformatted policies to be consistent. Plan to discuss code of ethics at Jan. 29<sup>th</sup> meeting. Linda volunteered to write a newsletter article about members joining board committees. Several people wanted a web-based board calendar showing public meetings (Andrea suggested going to Google calendars and setting it up). Julie will not be here next month.
- **Executive:**
  - Met in January.
- **Farmers' Market**
  - No meetings, nothing to report.

## **Closing**

### **Review Decisions/Tasks/Assignments:**

- Reminder: committee chairs give meeting dates/times to Marcie and write on physical calendar in white house.
- Still recruiting for new board member.
- Andrea will refine the strategic plan format.
- Board development will distribute the board evaluation at next meeting.
- Wayne will stay involved with the Five Foot/local farm supporters and keep the board informed.
- Julie will add annual review of the Code of Conduct, Ethics and Conflict of Interest to the policy calendar, and will distribute the amended agreement to the board before signing.
- Linda volunteered to write a newsletter article about members joining board committees.

### **Review Board Calendar:**

- The board calendar was reviewed.
- Tentative annual meeting date is June 9

Rachel motioned to adjourn the meeting, Chris seconded. The meeting was adjourned at 6:37 PM.

*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.*